

**ULTIMATE**

**SPIDER-MAN<sup>®</sup>**

ISSUE

**31**

**BLACK VAN**

**BENDIS  
BAGLEY  
THIBERT**

**MARVEL<sup>®</sup>**

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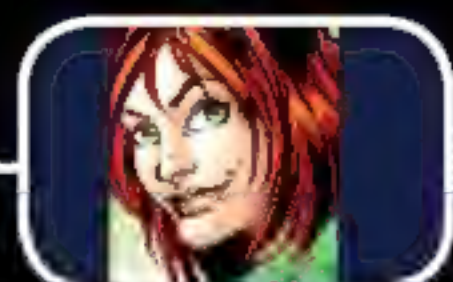




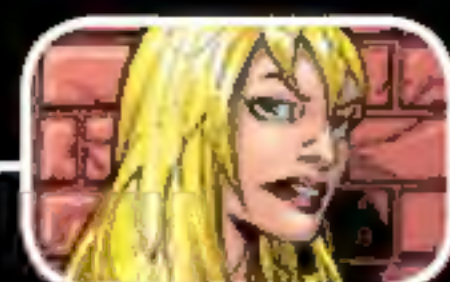
Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.

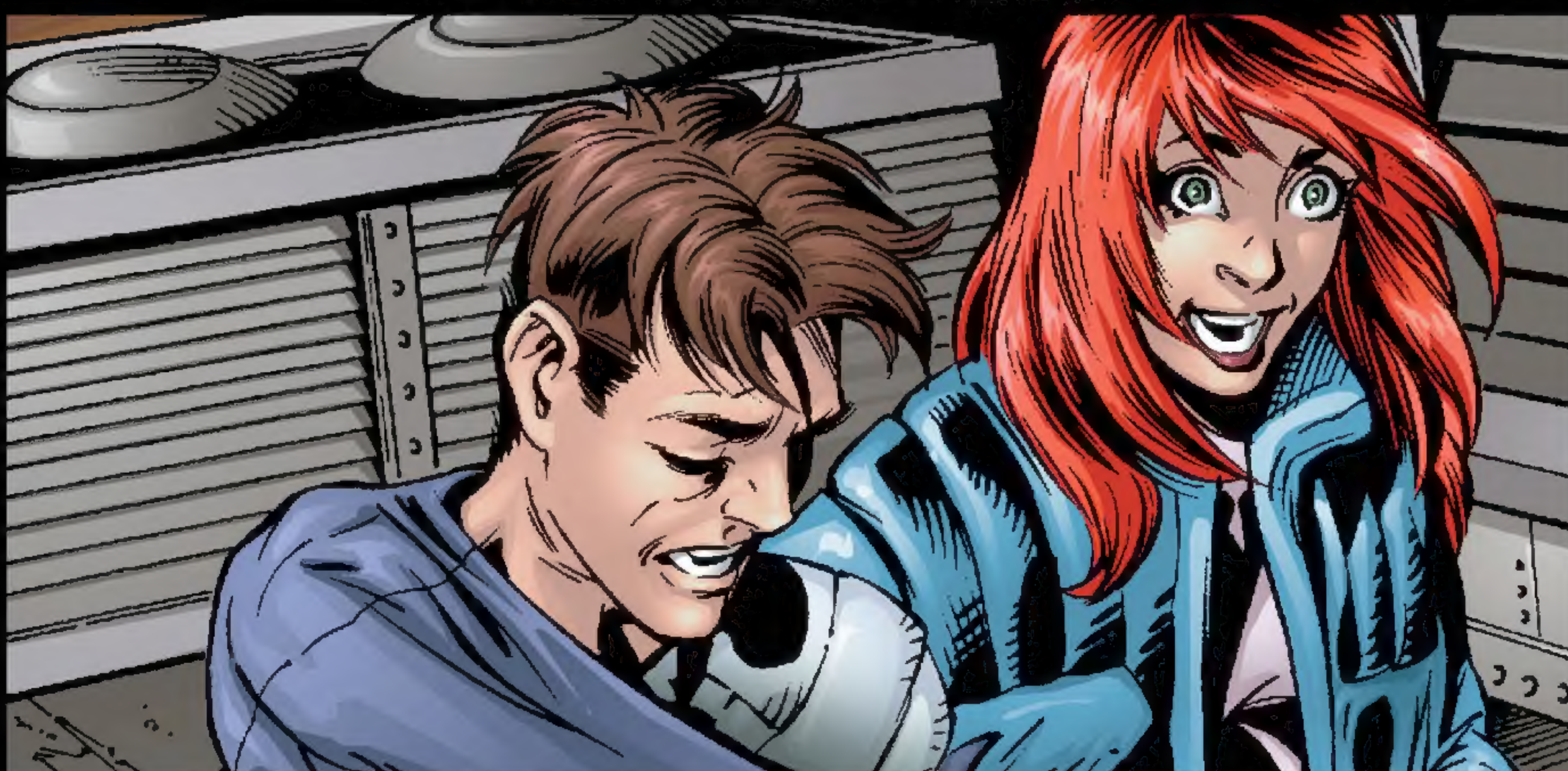
## PREVIOUSLY IN ULTIMATE SPIDER-MAN:

A mystery man posing as Spider-Man is committing a series of daring robberies throughout the city. Frustrated by the bad rap he is getting, Peter decides to get in the middle of a standoff between the police and this fake Spider-Man.

But Spider-Man is viciously attacked by the police the second he shows up to the crime scene. Spider-Man is shot and falls to the ground at the feet of the rabid newsmedia and police...

Mary Jane, Peter's girlfriend and the only person that knows he is Spider-Man, sneaks out of her room in the middle of the night and helps an injured Peter into a hospital emergency room. Peter is treated for his gunshot wound and narrowly escapes being brought into police custody.

Gwen Stacy, the new girl at school, is staying at Peter's house, while her father, police Captain John Stacy is in Atlantic City for a police convention.



# S t a n d e e p r e s e n t s : ULTIMATE SPIDER-MAN

Brian Michael Bendis **story**

**pencils** Mark Bagley

**Art Thibert inks**

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**colors**

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**letters**

C.B. Cebulski  
**associate editor**

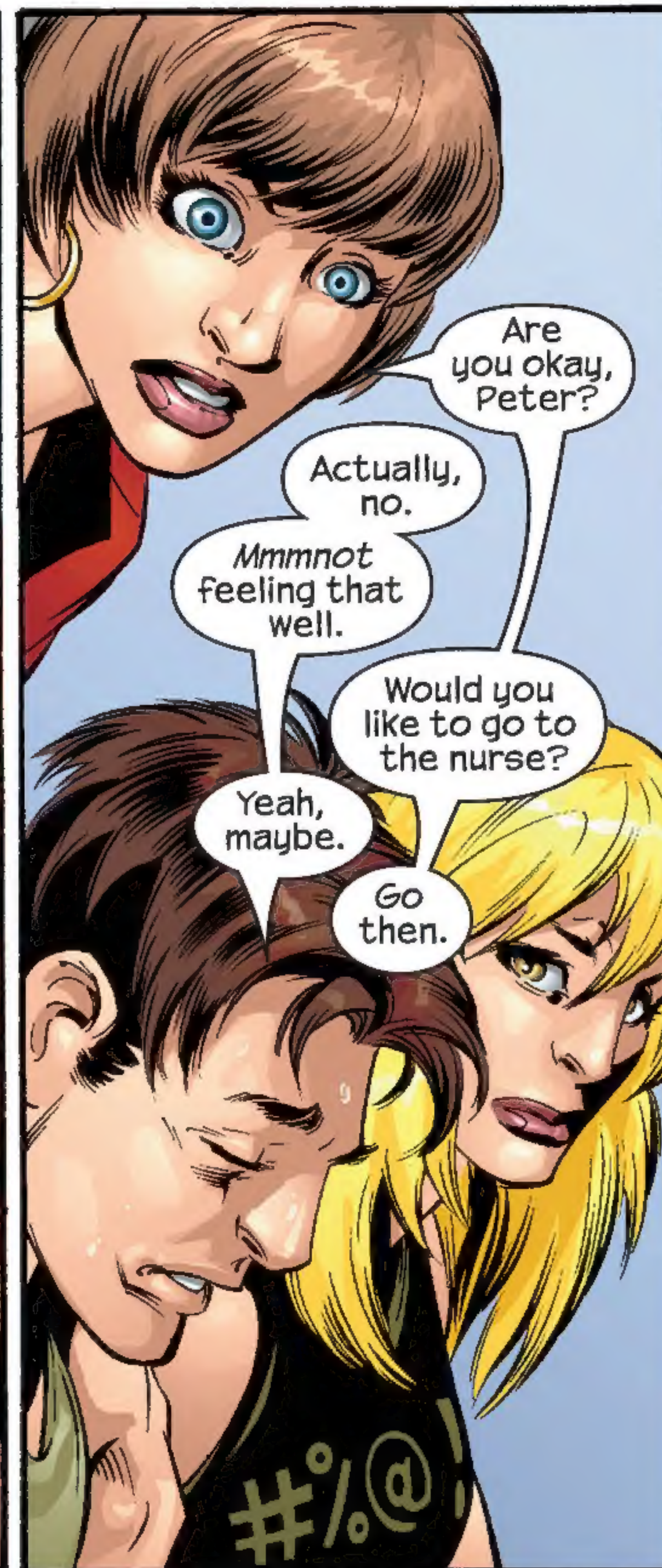
Brian Smith  
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Ralph Macchio  
**editor**

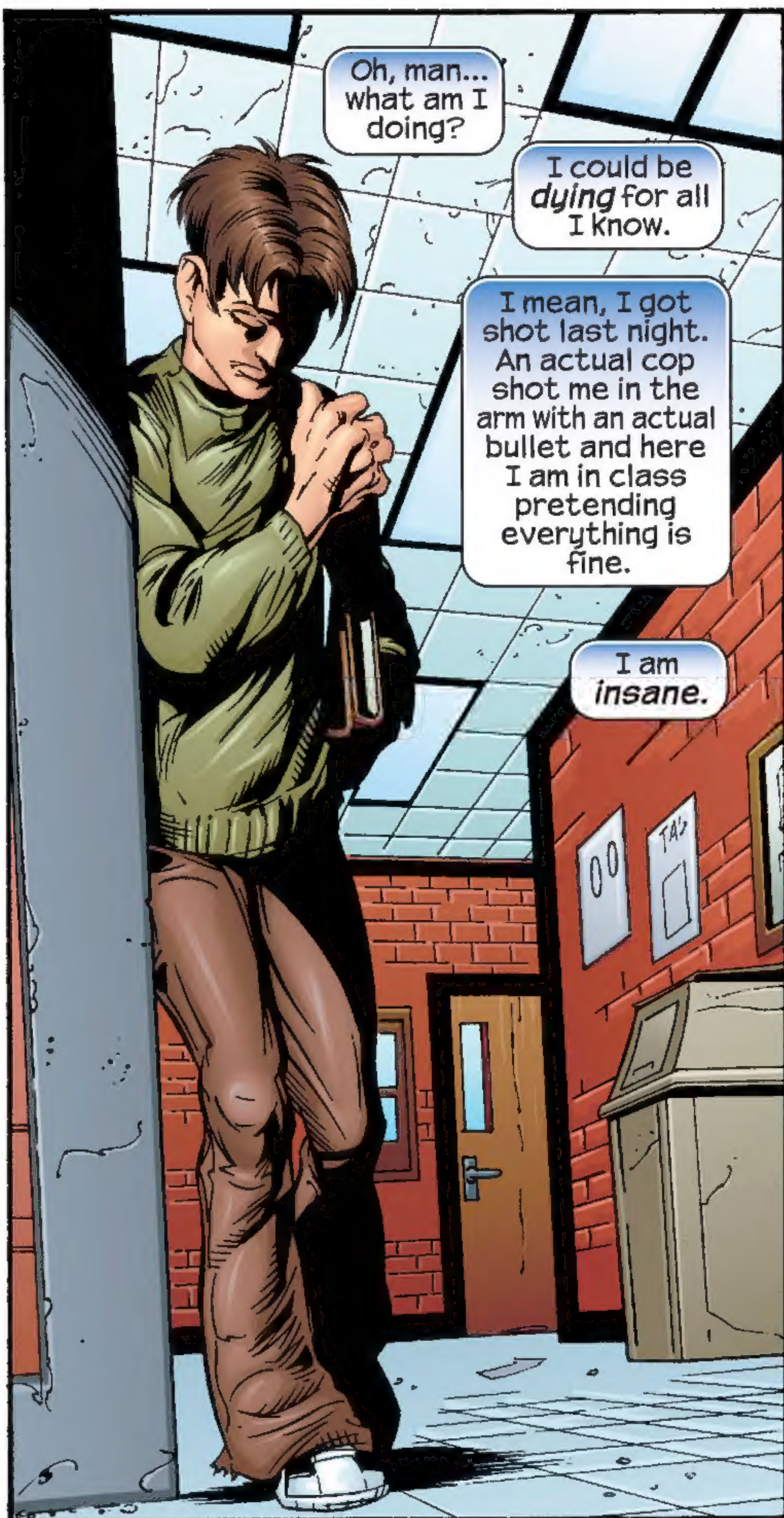
Joe Quesada  
**editor in chief**

Bill Jemas  
**president & inspiration**







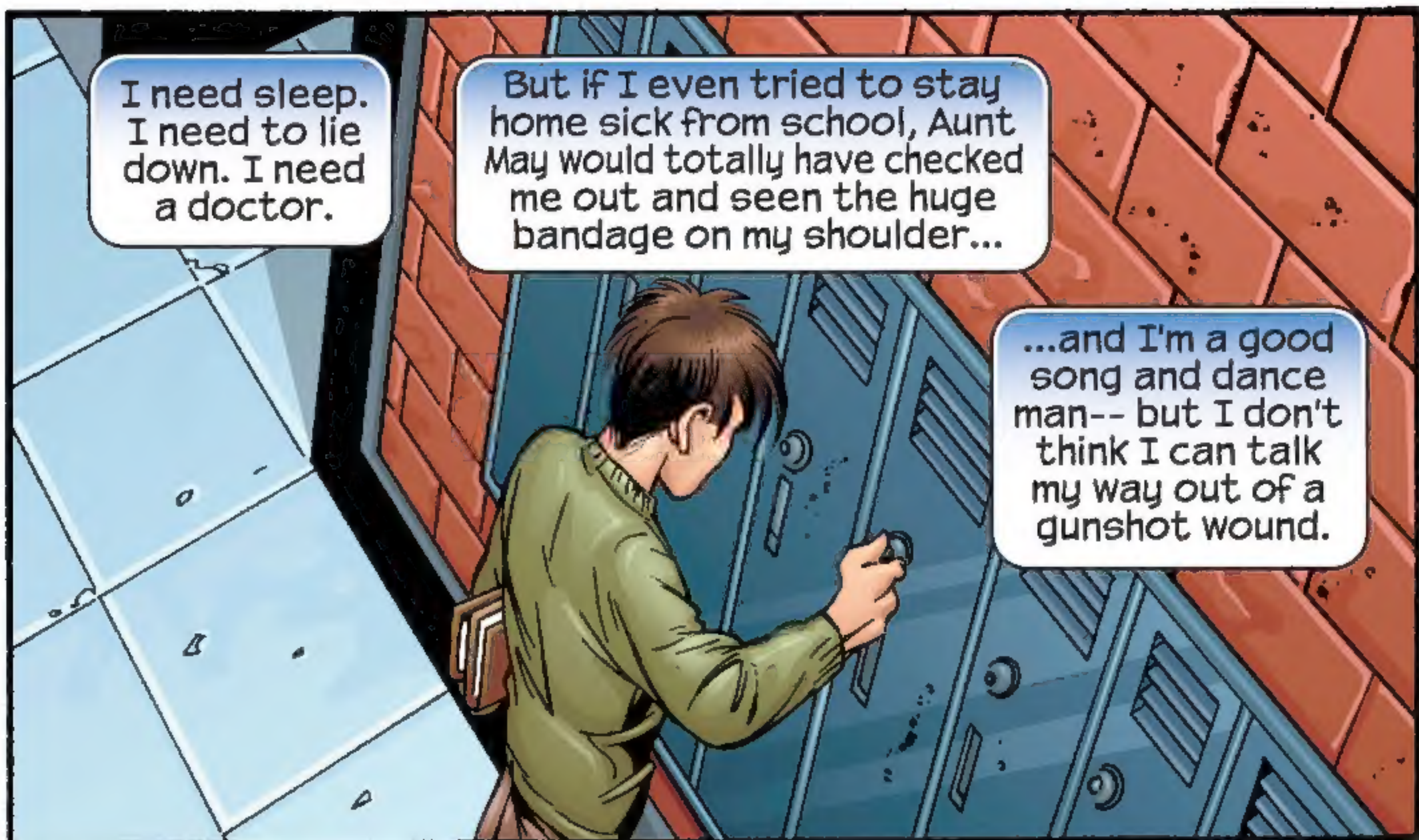


Oh, man...  
what am I  
doing?

I could be  
*dying* for all  
I know.

I mean, I got  
shot last night.  
An actual cop  
shot me in the  
arm with an actual  
bullet and here  
I am in class  
pretending  
everything is  
fine.

I am  
*insane*.



I need sleep.  
I need to lie  
down. I need  
a doctor.

But if I even tried to stay  
home sick from school, Aunt  
May would totally have checked  
me out and seen the huge  
bandage on my shoulder...

...and I'm a good  
song and dance  
man-- but I don't  
think I can talk  
my way out of a  
gunshot wound.



I can't  
believe how  
badly I got  
my--



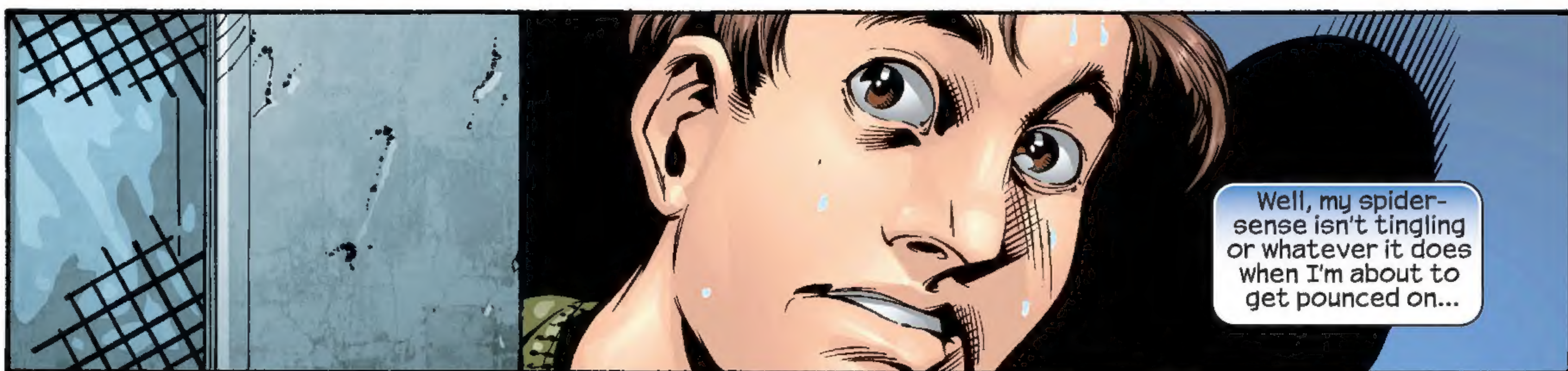
BLACK VAN  
IN PARKING LOT  
I'LL TAKE CARE OF  
THE SHOULDER.



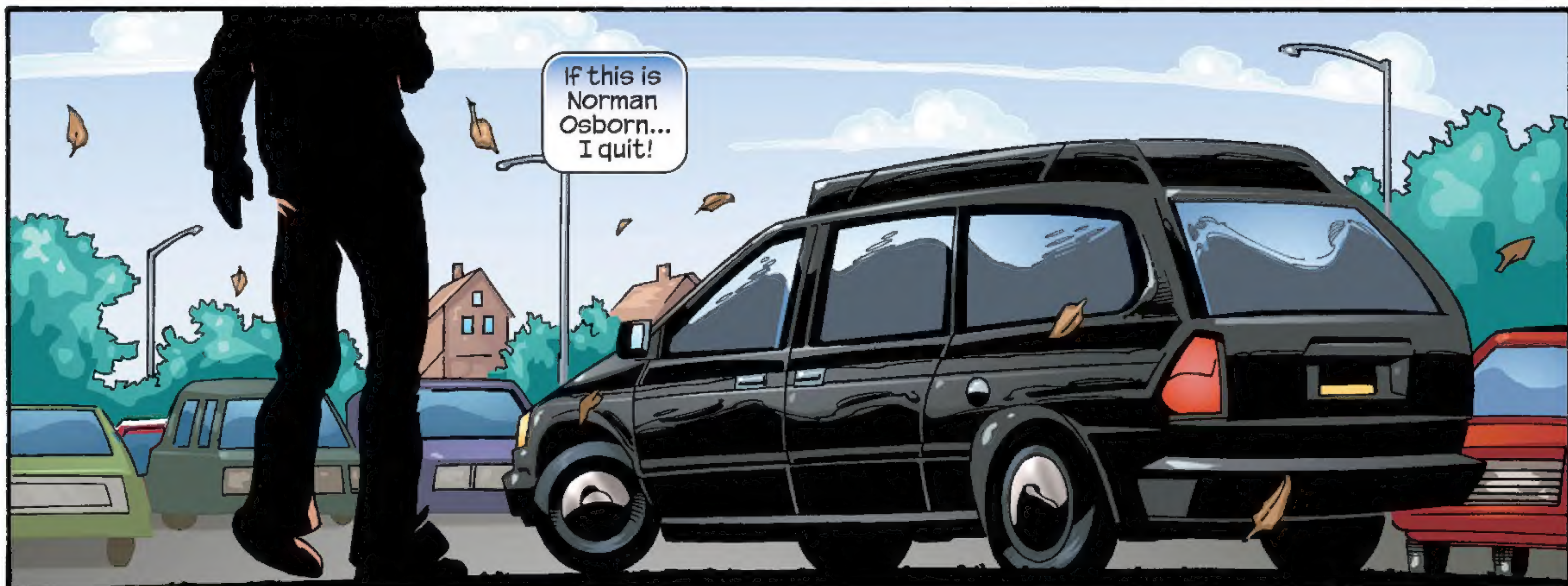




Huh.



Well, my spider-sense isn't tingling or whatever it does when I'm about to get pounced on...



If this is Norman Osborn... I quit!



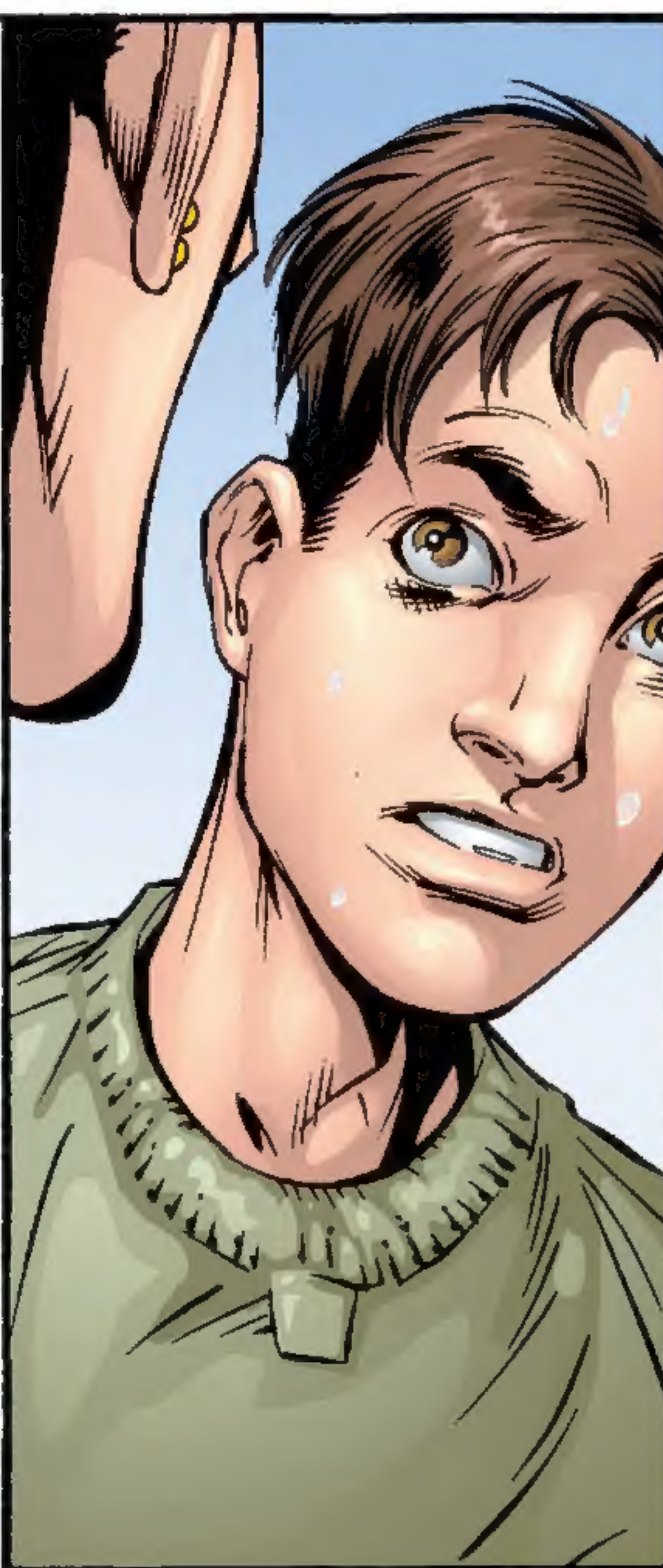
Peter?

...Yeah?



Hi, my name is Janet Van Dyne...

Nick Fury sent me.

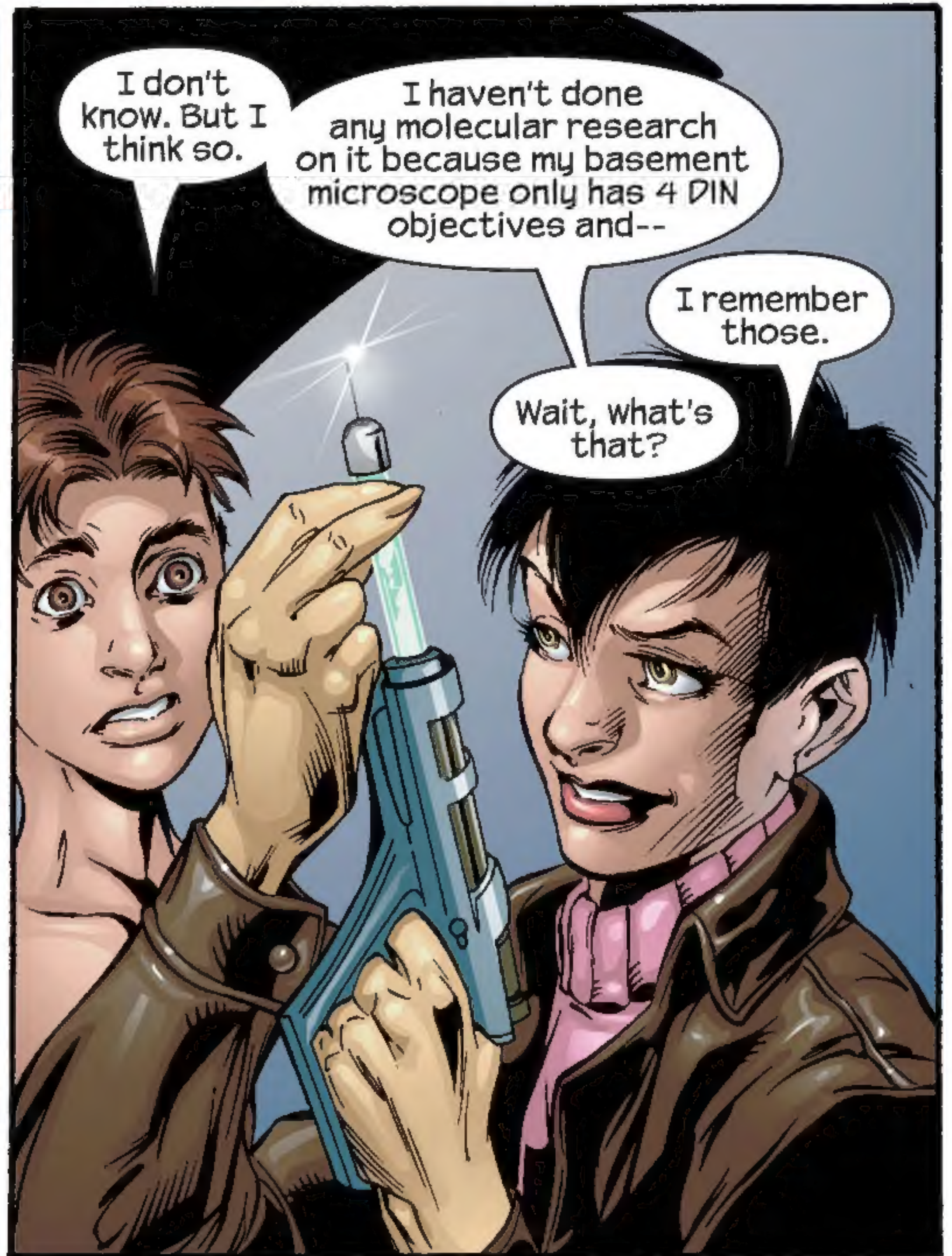
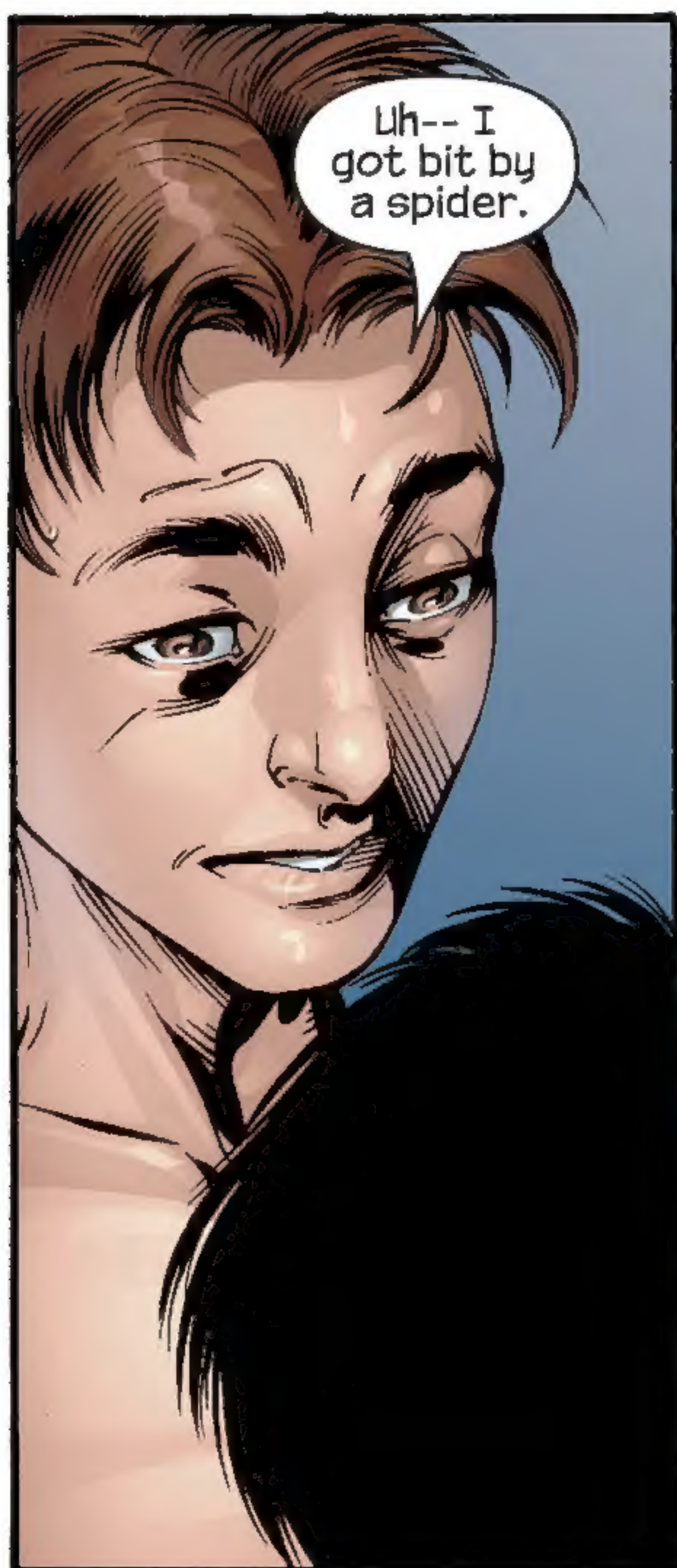
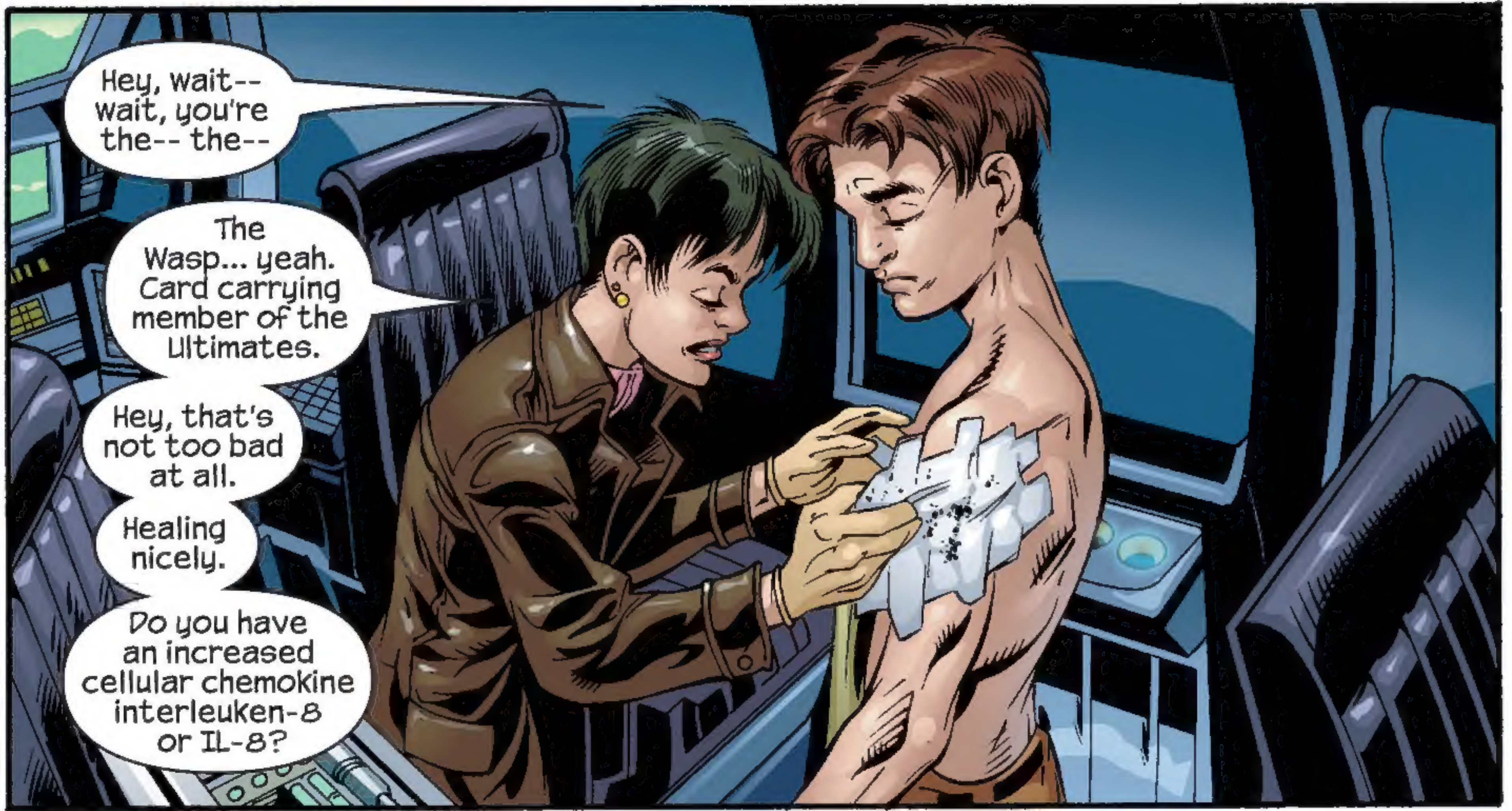


We were all watching TV last night and saw what happened with you and the cops.

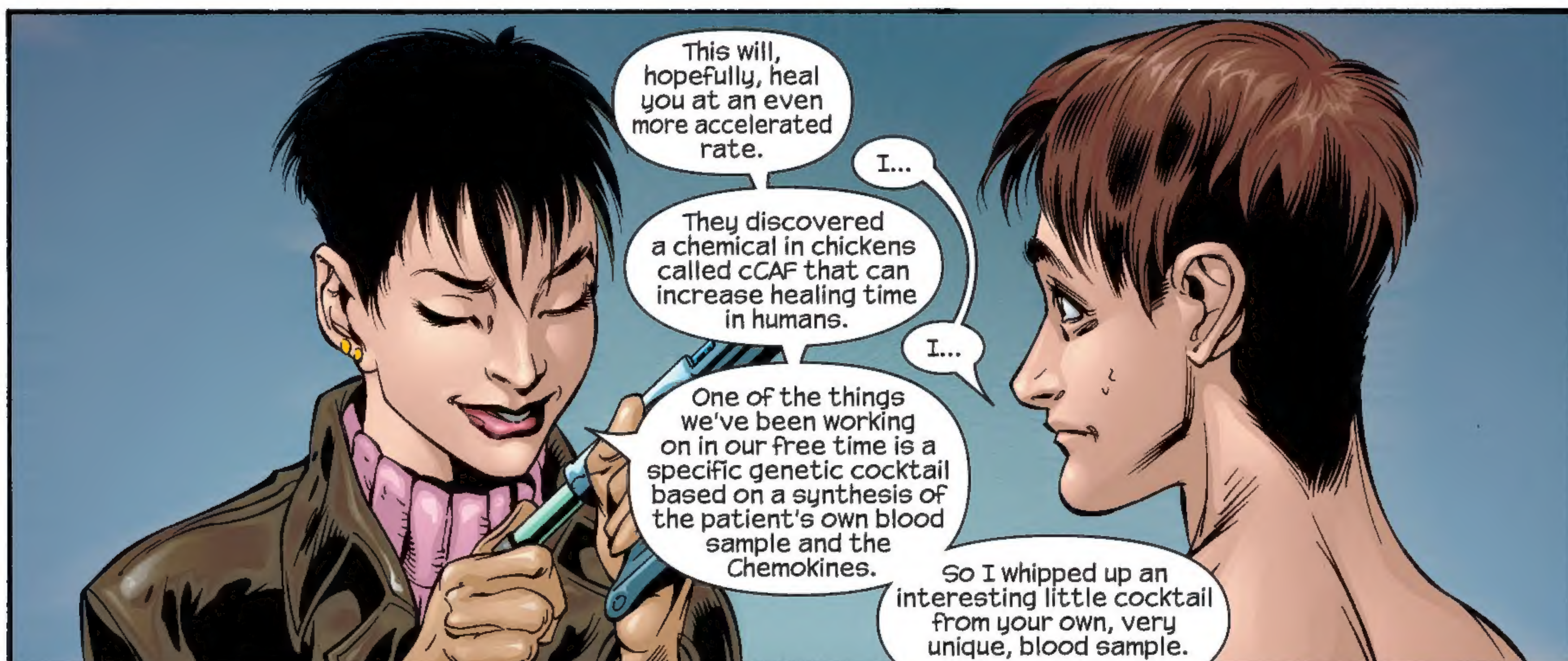
Tough breaks.

Nick figured you might need a doctor who specialized in genetics-- who made house calls.









This will, hopefully, heal you at an even more accelerated rate.

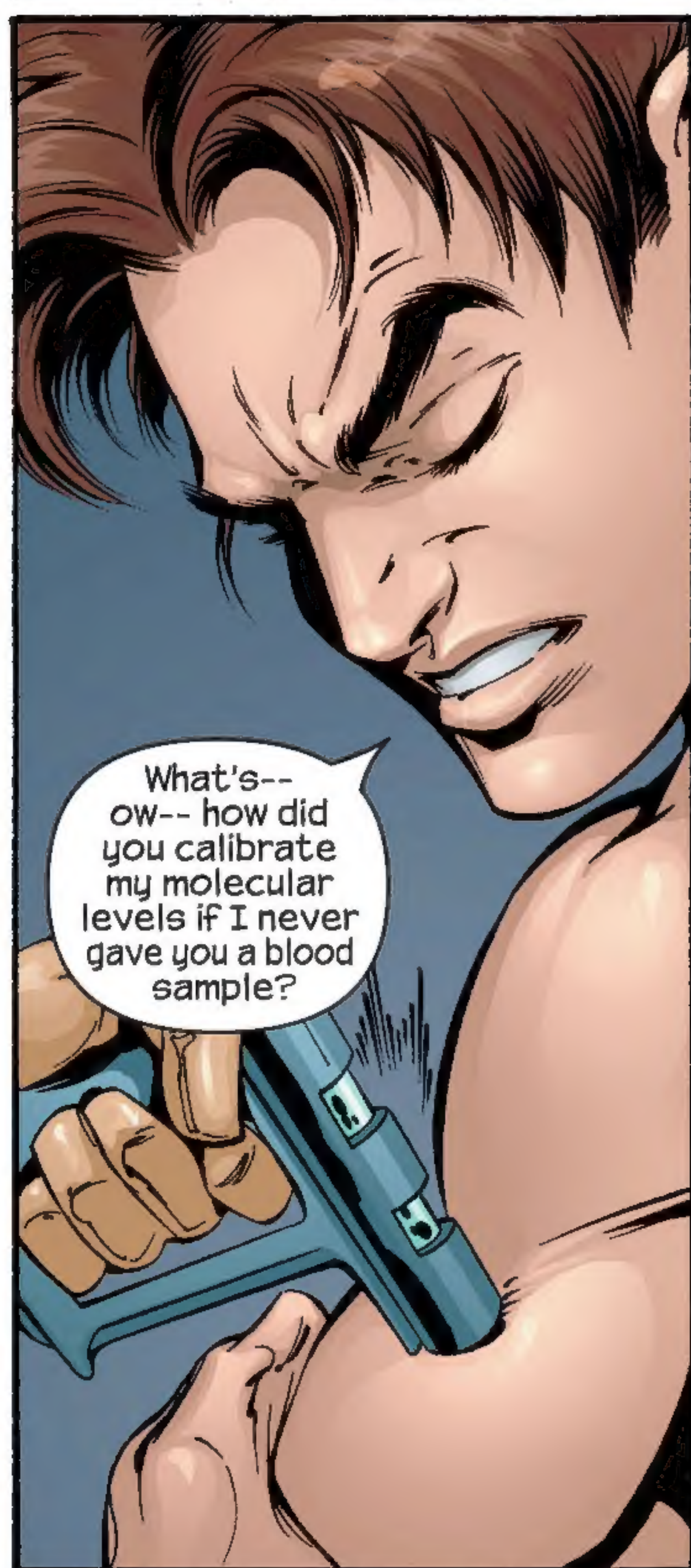
I...

They discovered a chemical in chickens called cCAF that can increase healing time in humans.

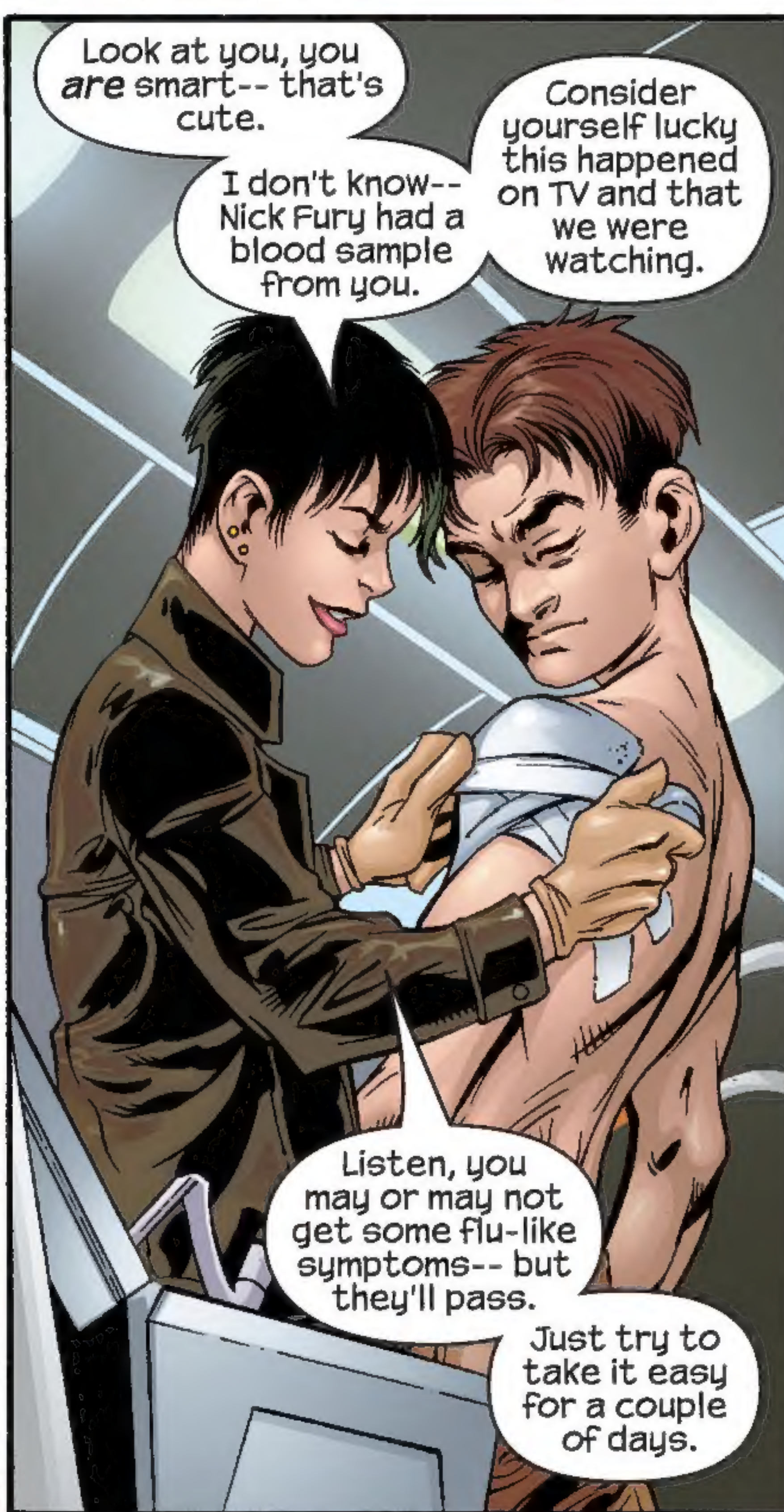
I...

One of the things we've been working on in our free time is a specific genetic cocktail based on a synthesis of the patient's own blood sample and the Chemokines.

So I whipped up an interesting little cocktail from your own, very unique, blood sample.



What's-- ow-- how did you calibrate my molecular levels if I never gave you a blood sample?



Look at you, you *are* smart-- that's cute.

I don't know-- Nick Fury had a blood sample from you.

Consider yourself lucky this happened on TV and that we were watching.

Listen, you may or may not get some flu-like symptoms-- but they'll pass.

Just try to take it easy for a couple of days.



Did Fury happen to mention anything to you about a guy named Harry?

Harry? No.

Fury didn't happen to mention if he knows who that guy is that is running around impersonating me and robbing banks?



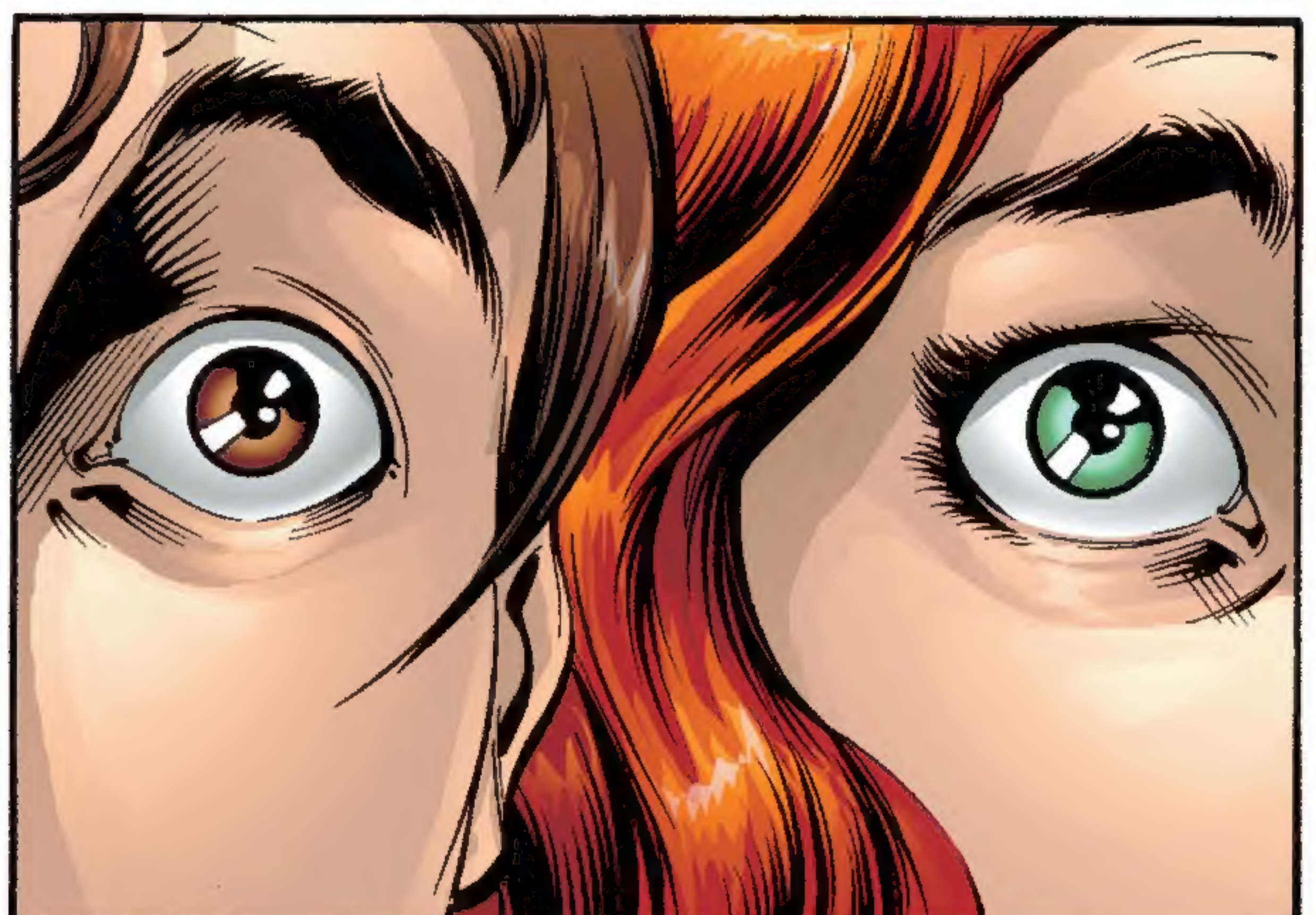
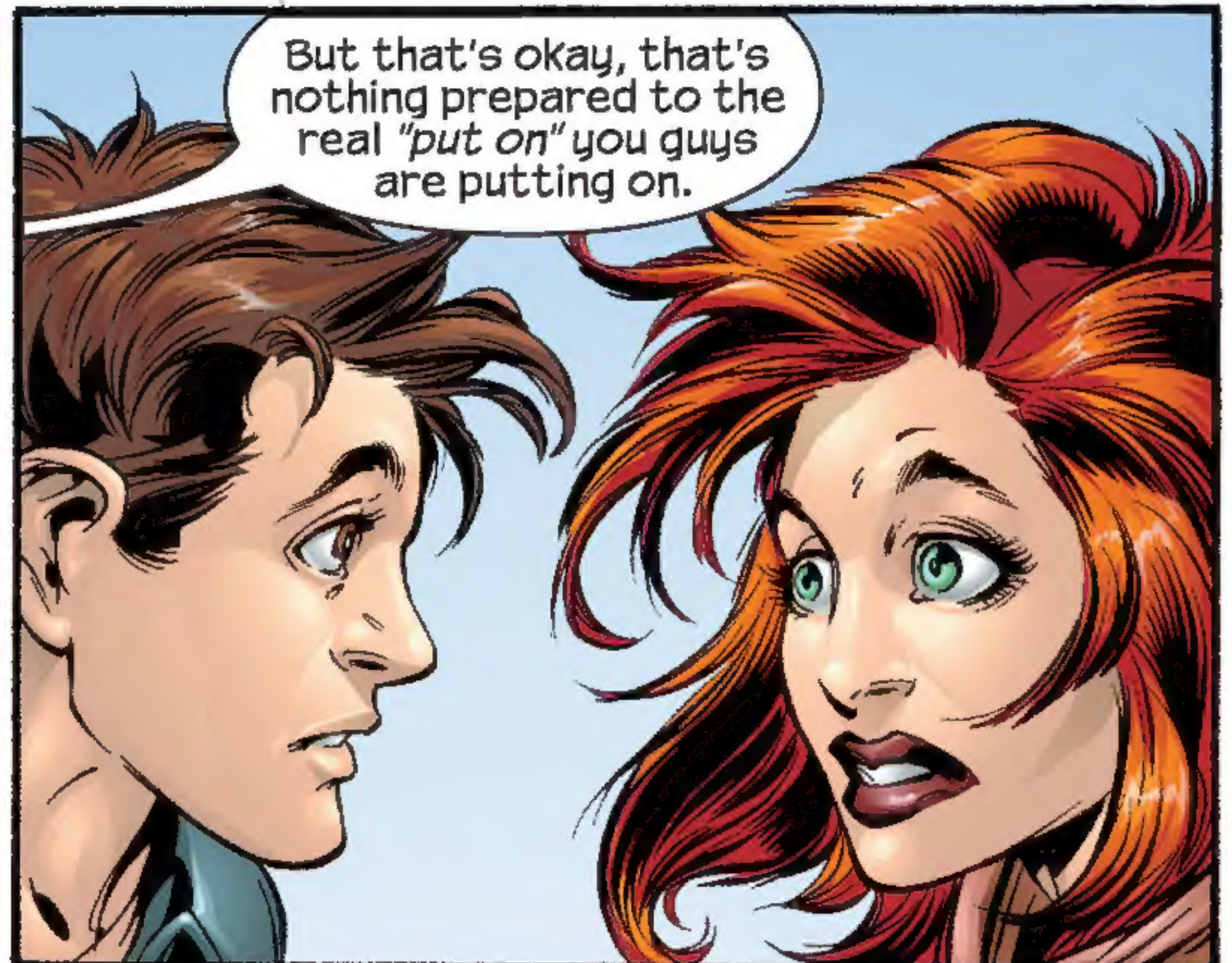
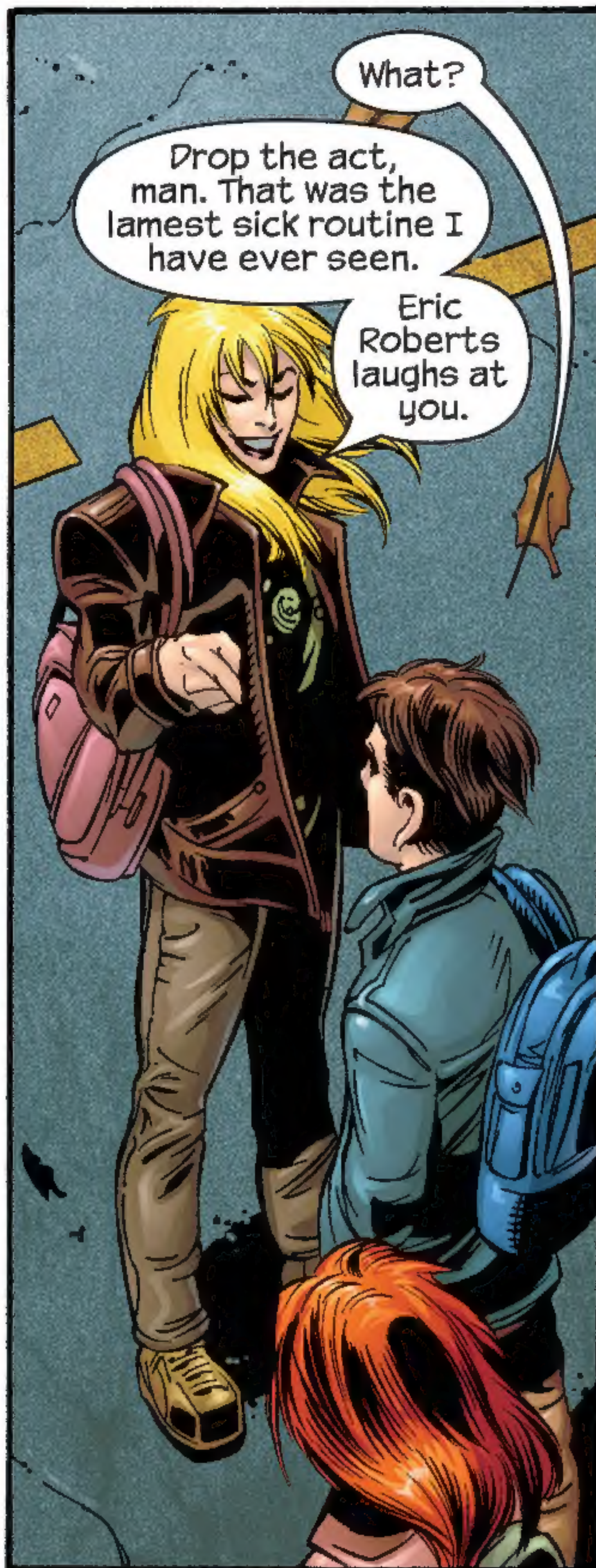
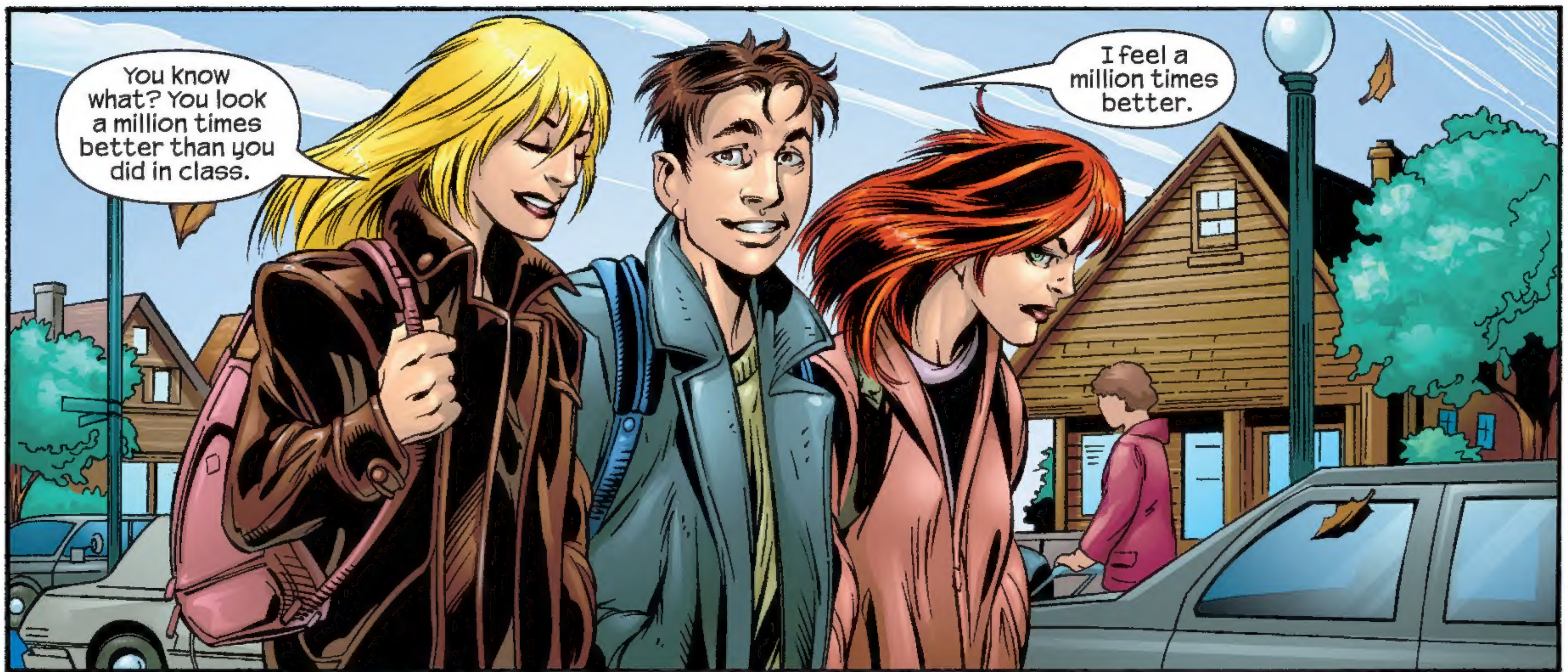
No, he didn't say.

And no offense, kiddo, but that kind of thing is small potatoes for us.

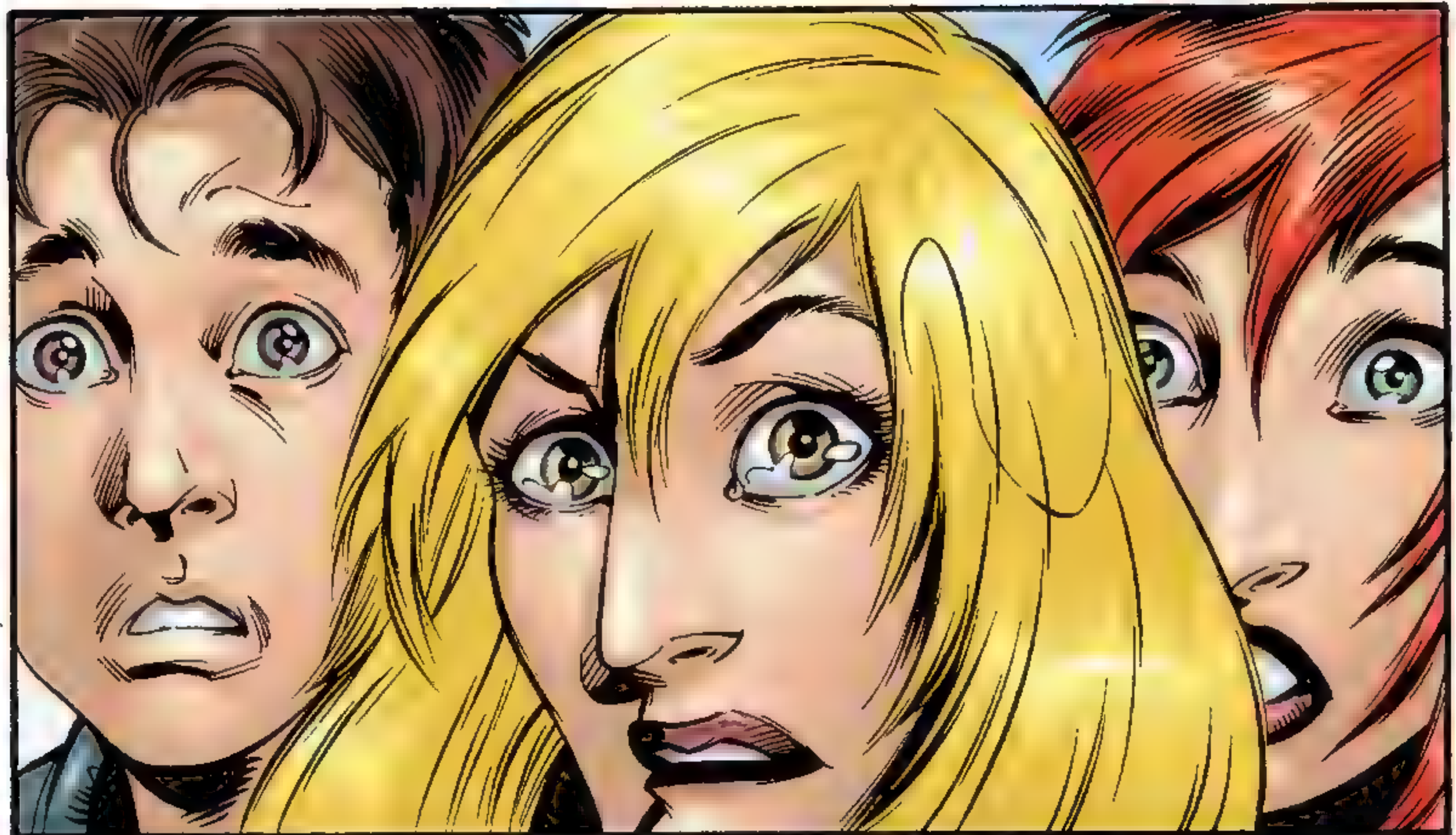


But, I tell you, if someone was running around in *my* costume doing that... I would find him and beat the holy snot out of him.

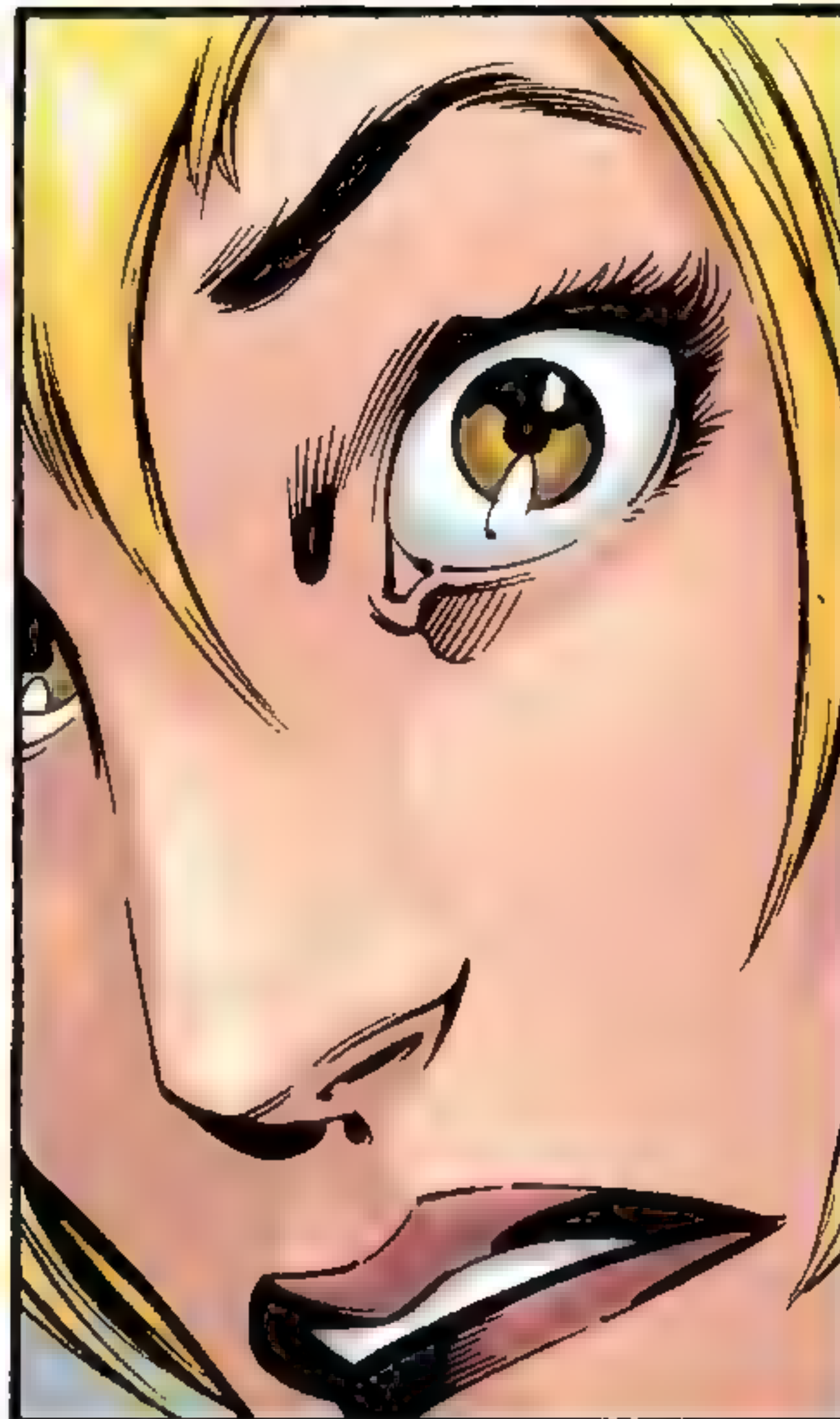
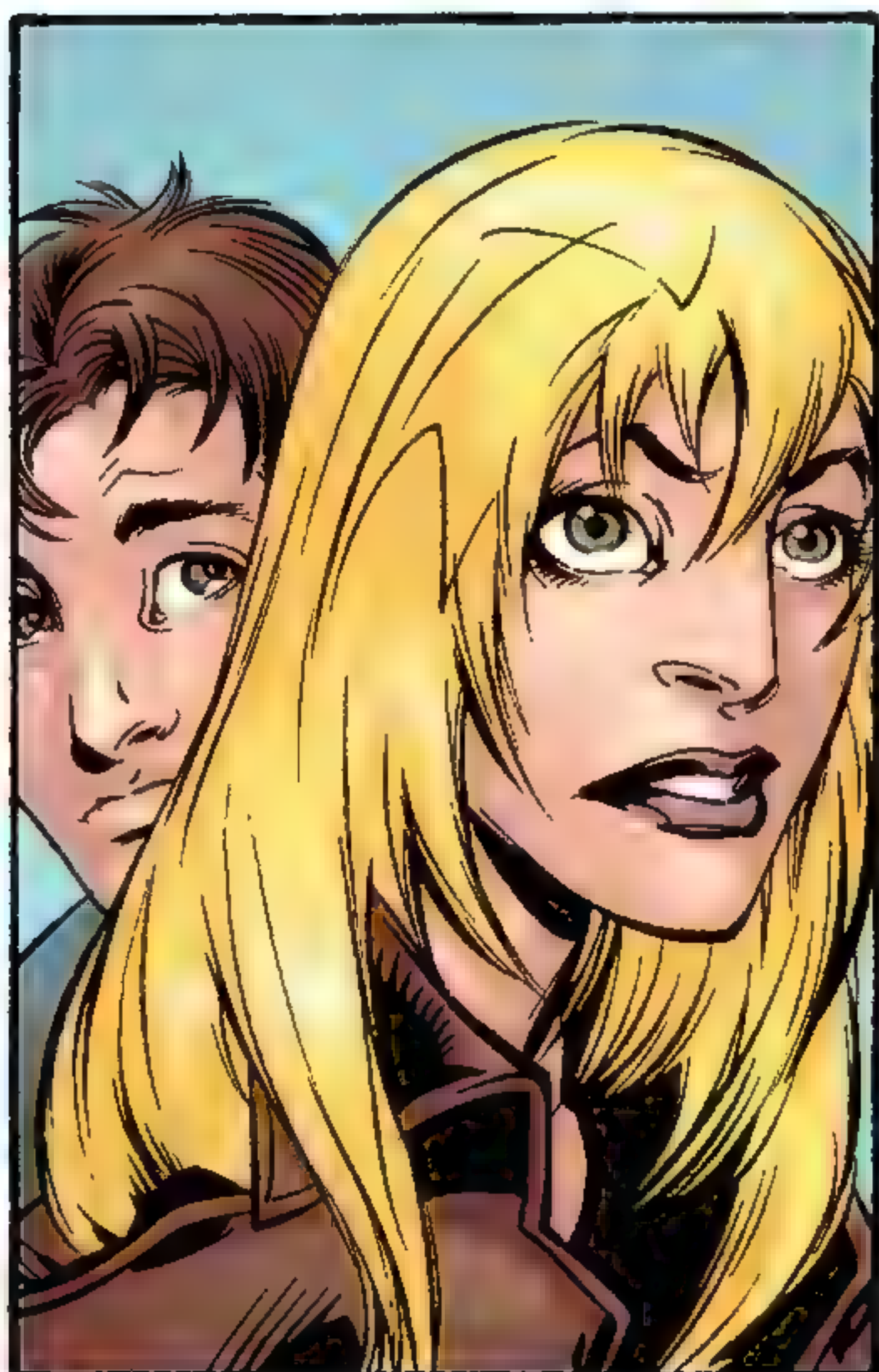
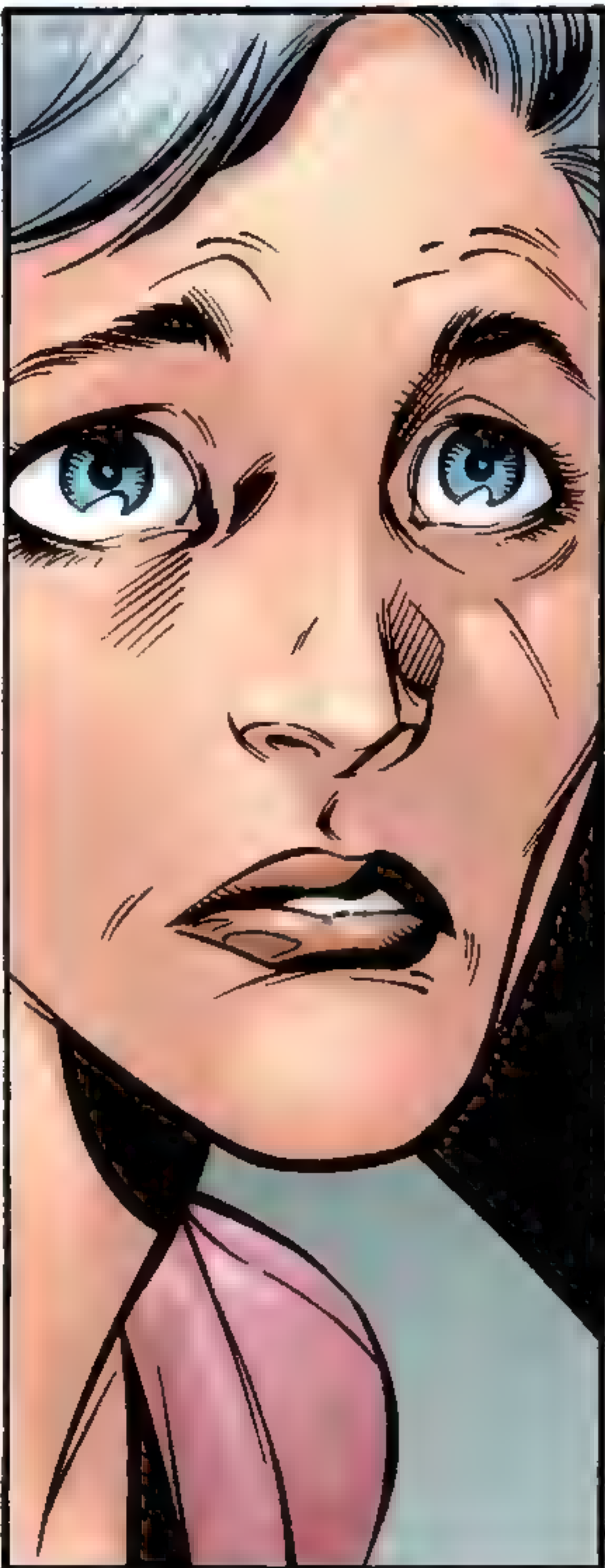
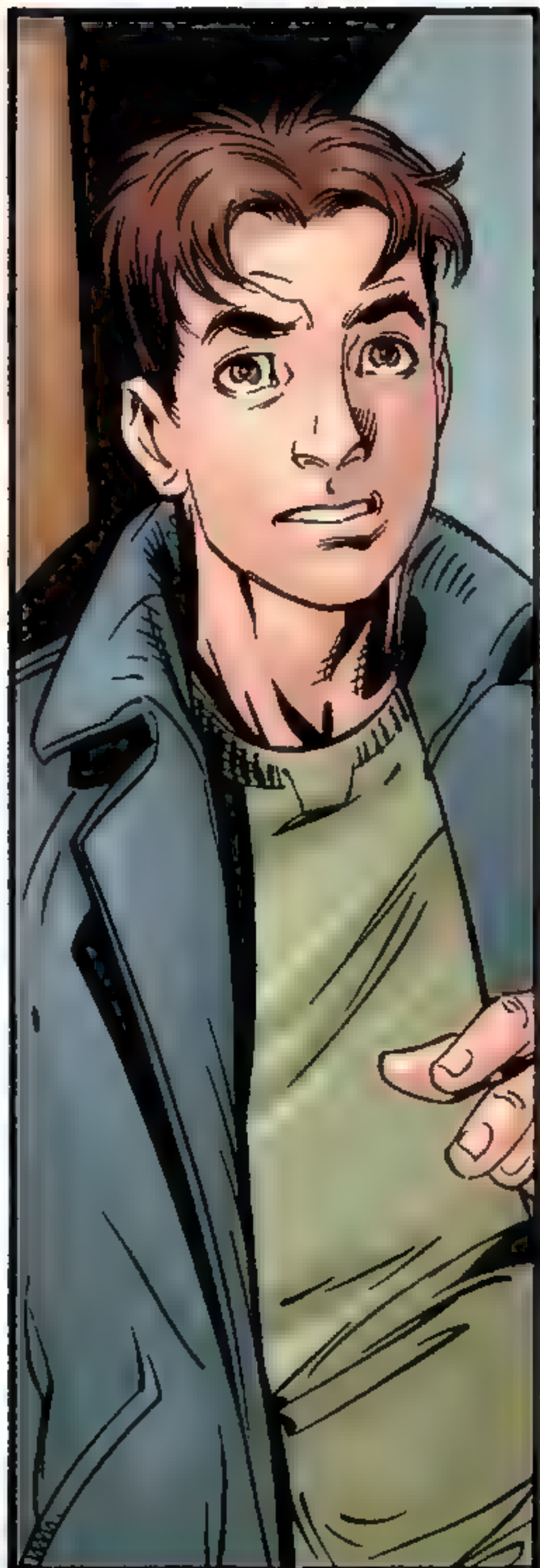
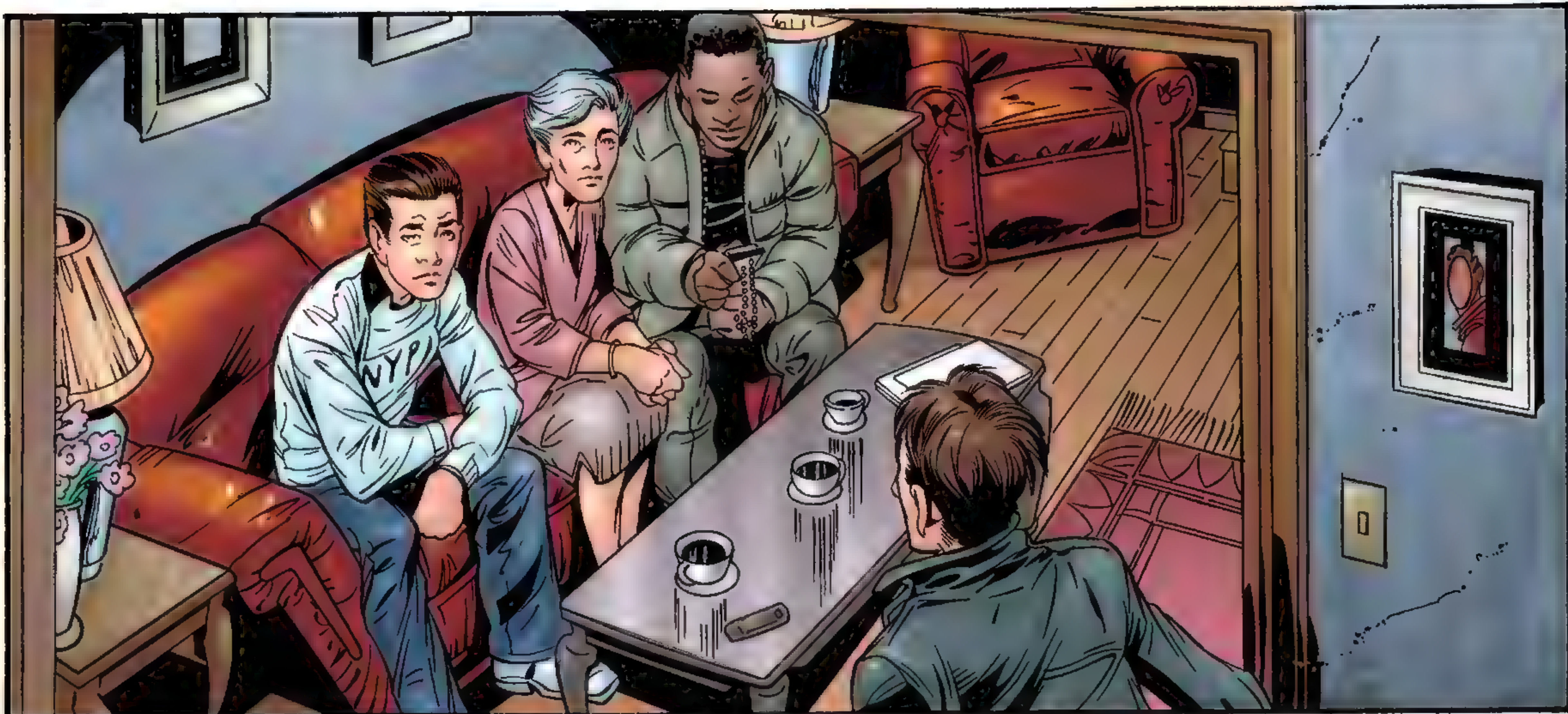




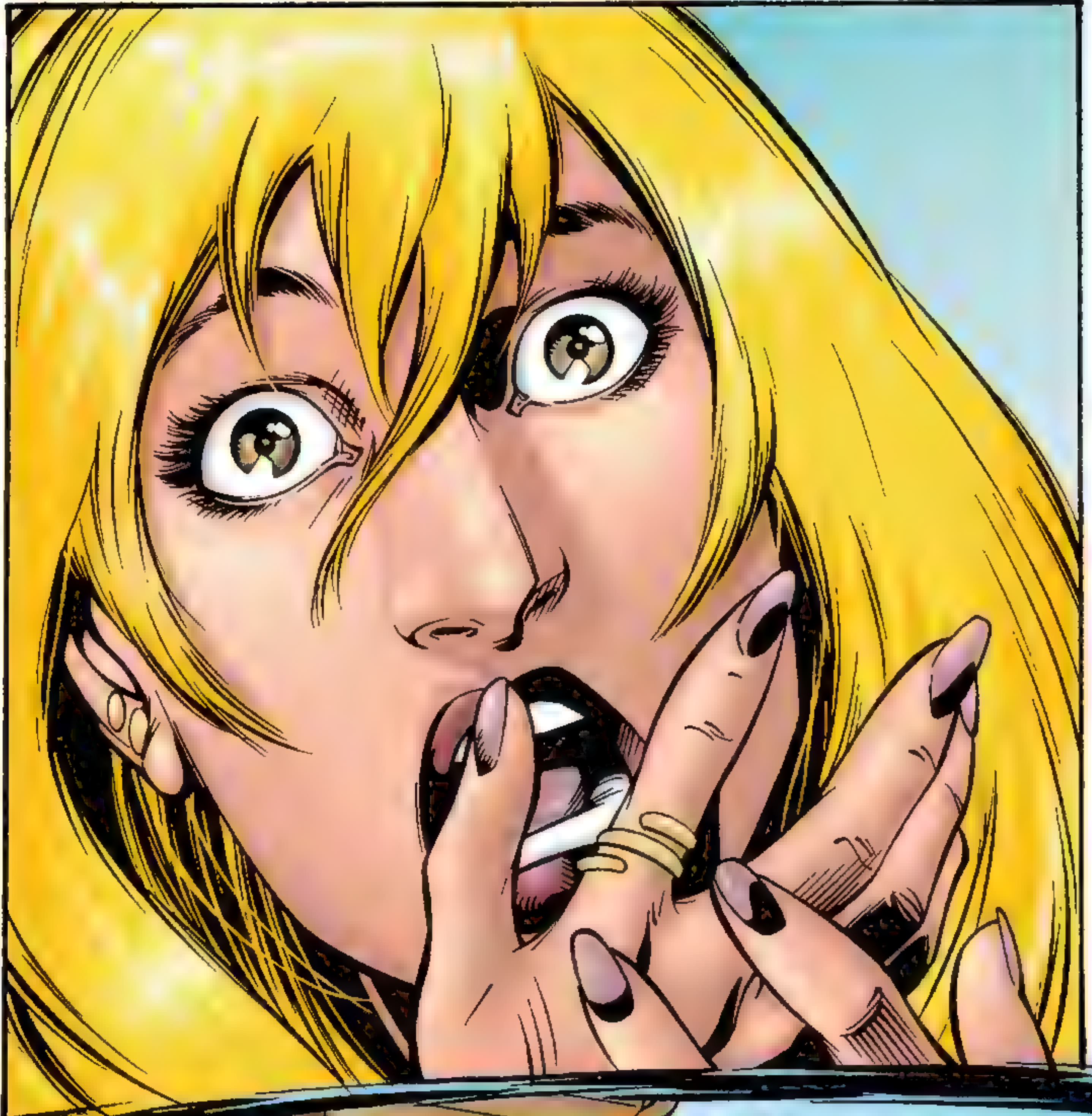
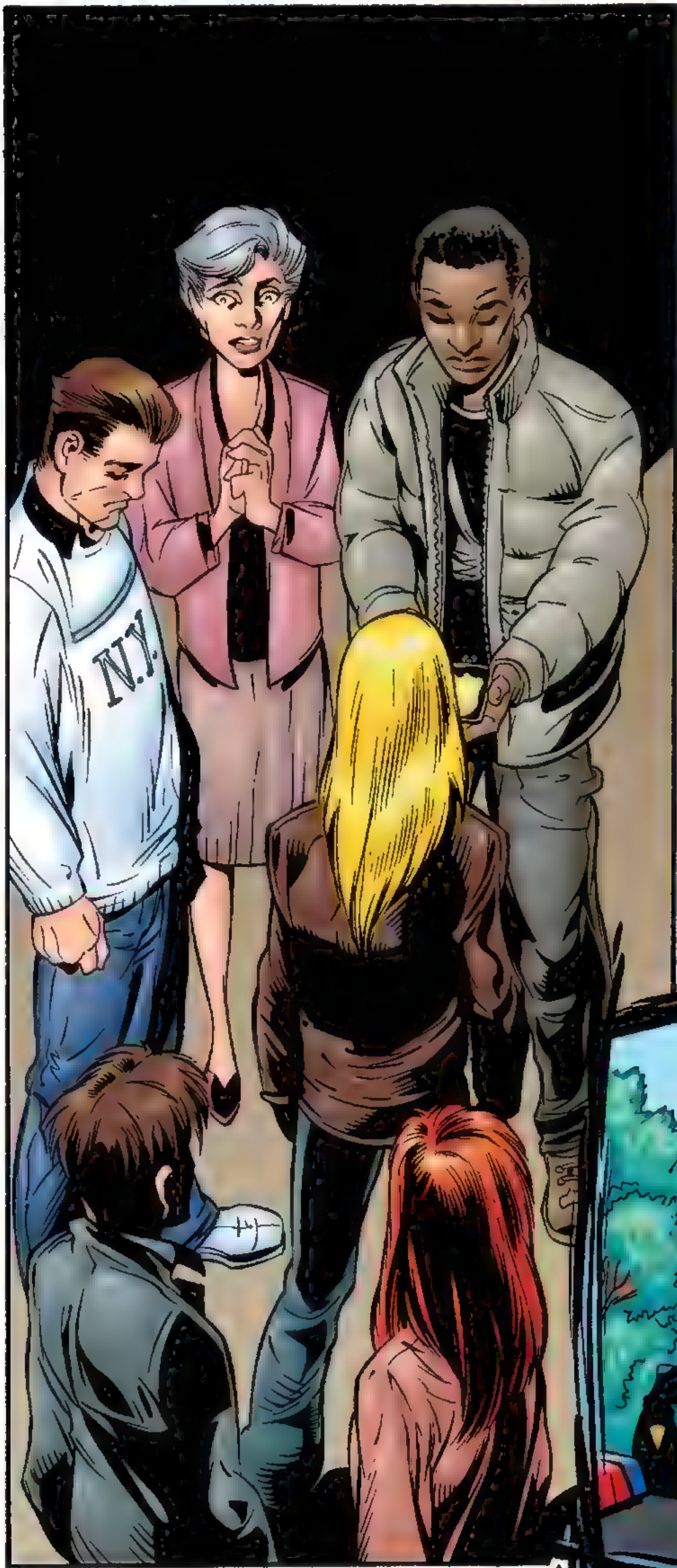
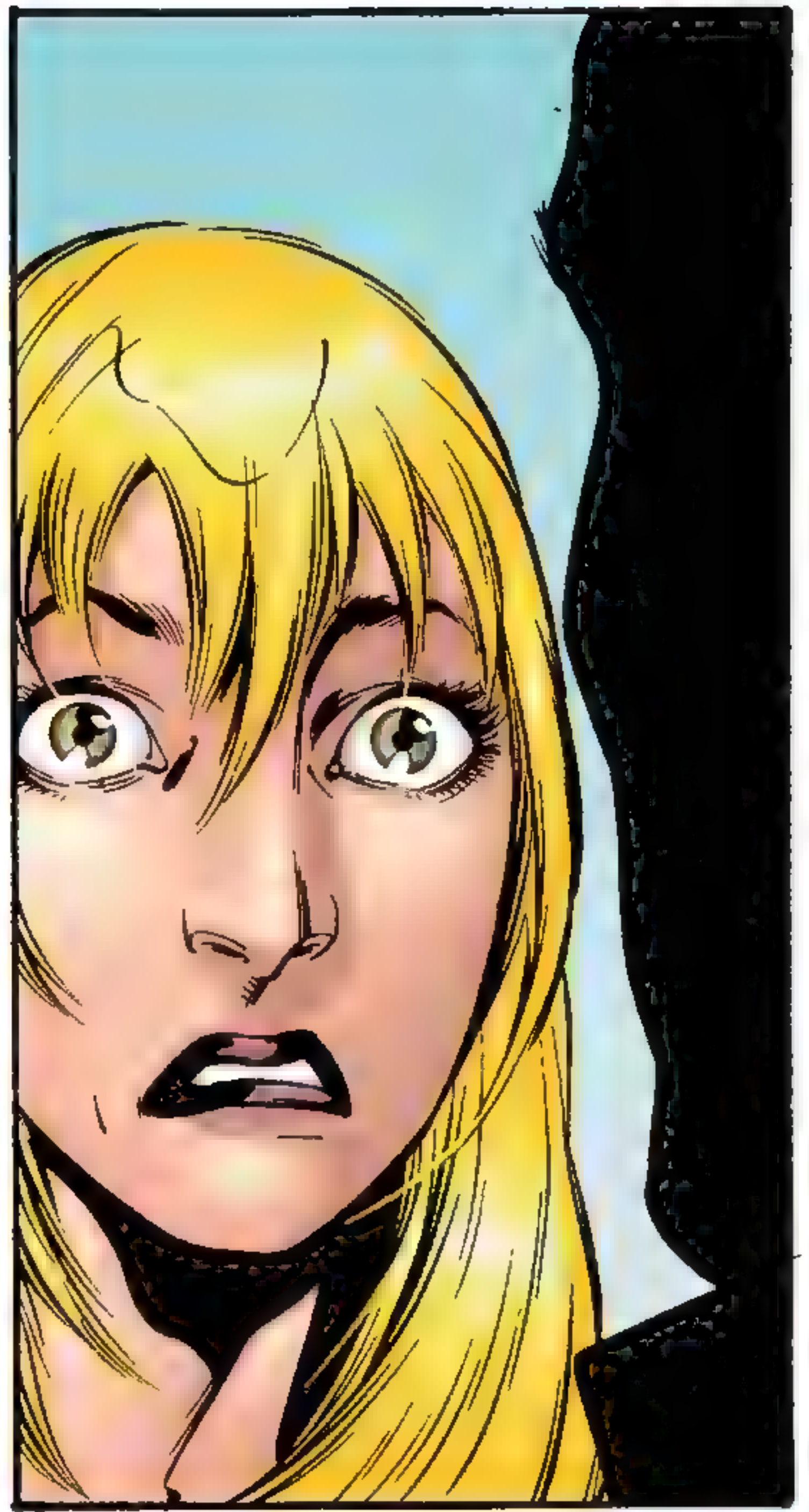
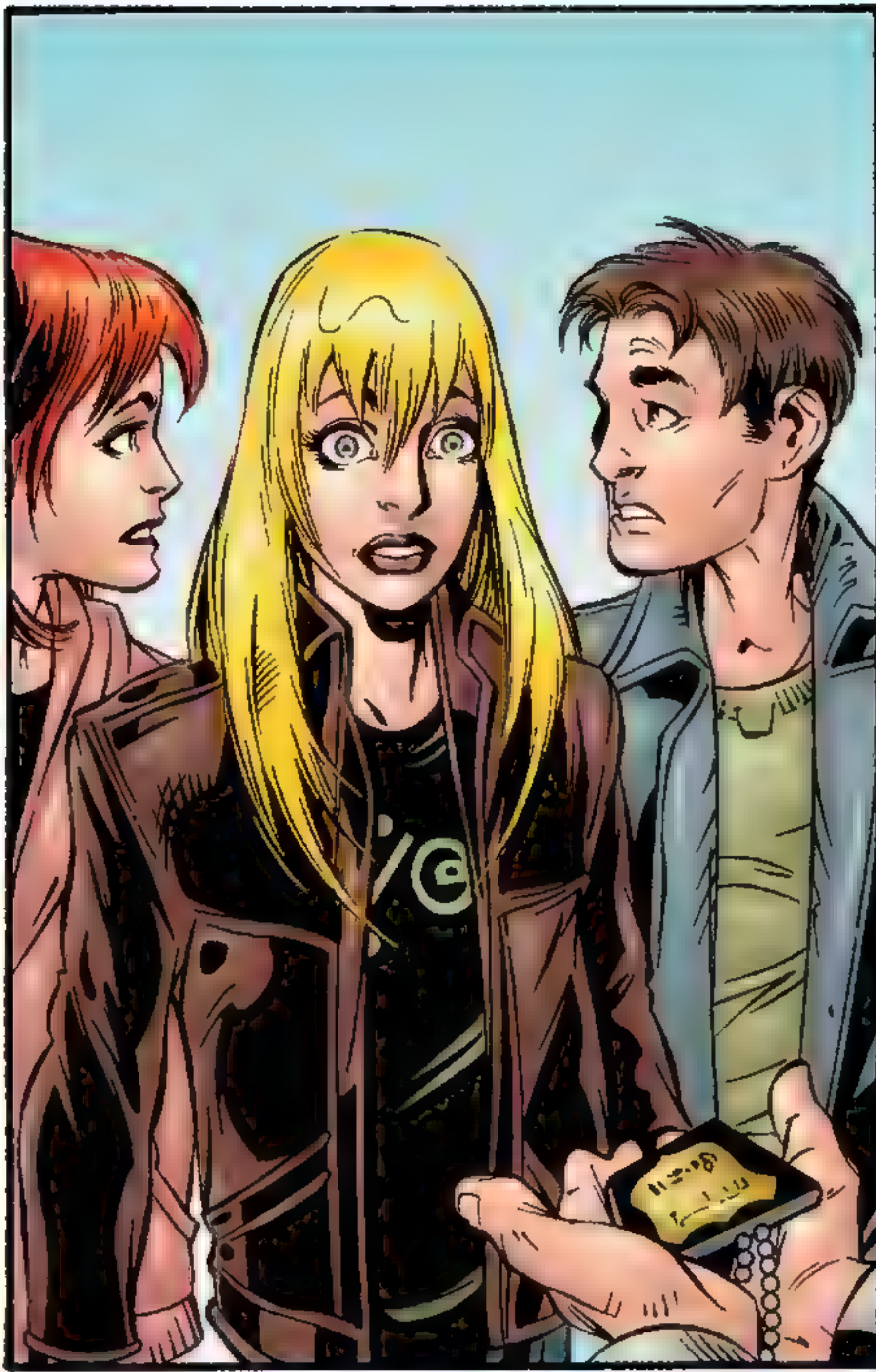




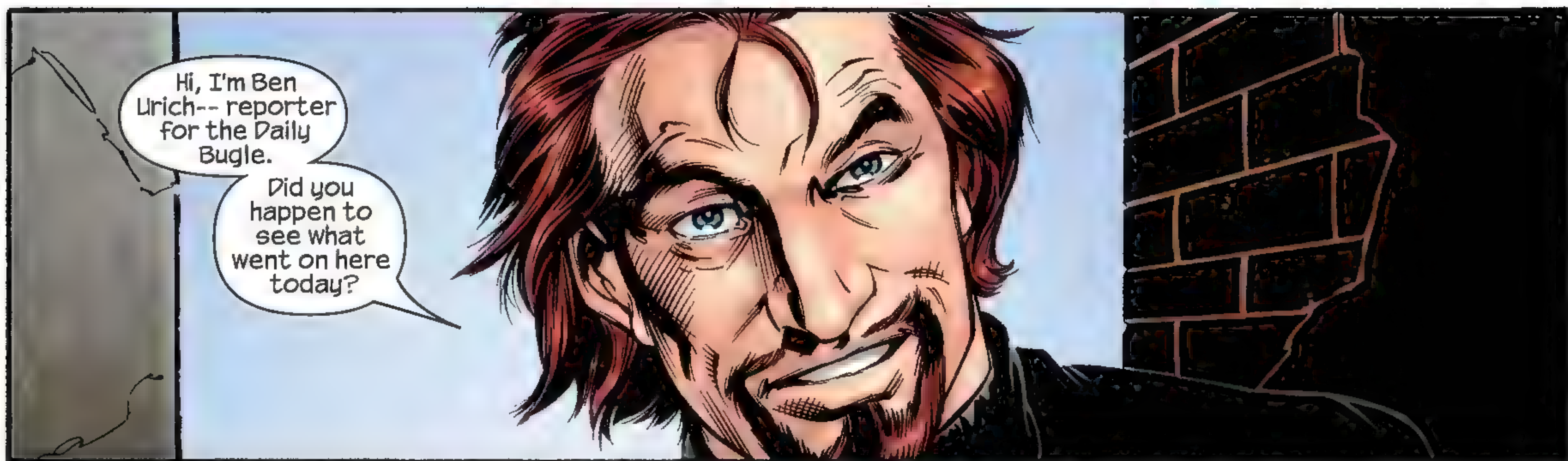












Hi, I'm Ben Urich-- reporter for the Daily Bugle.

Did you happen to see what went on here today?



Yo, man, not for nothin' but I was takin' out the garbage and I hear all this noise coming from behind the bank over there...

...wasn't no explosion or nothing, just like a car accident, that sound, like a squeal then a thump.

A thump?

Like when a car hits something.

And all of these-- these cops up in here for the convention, they start runnin' around.

It was crazy!!

You think Godzilla was up in here.



No, I was standing right over there-- see? Right there.

And I saw Spider-Man!!

And-- he was trying to rip off an armored car which really--

See? I remember being *really* bummed out because I thought Spider-Man was one of the good guys... but like everything else, I guess, he was full of it!!

And there he is-- beating the living crap out of this poor guard.

He was standing right on top of the armored car that tipped over and he was just slapping the guard.

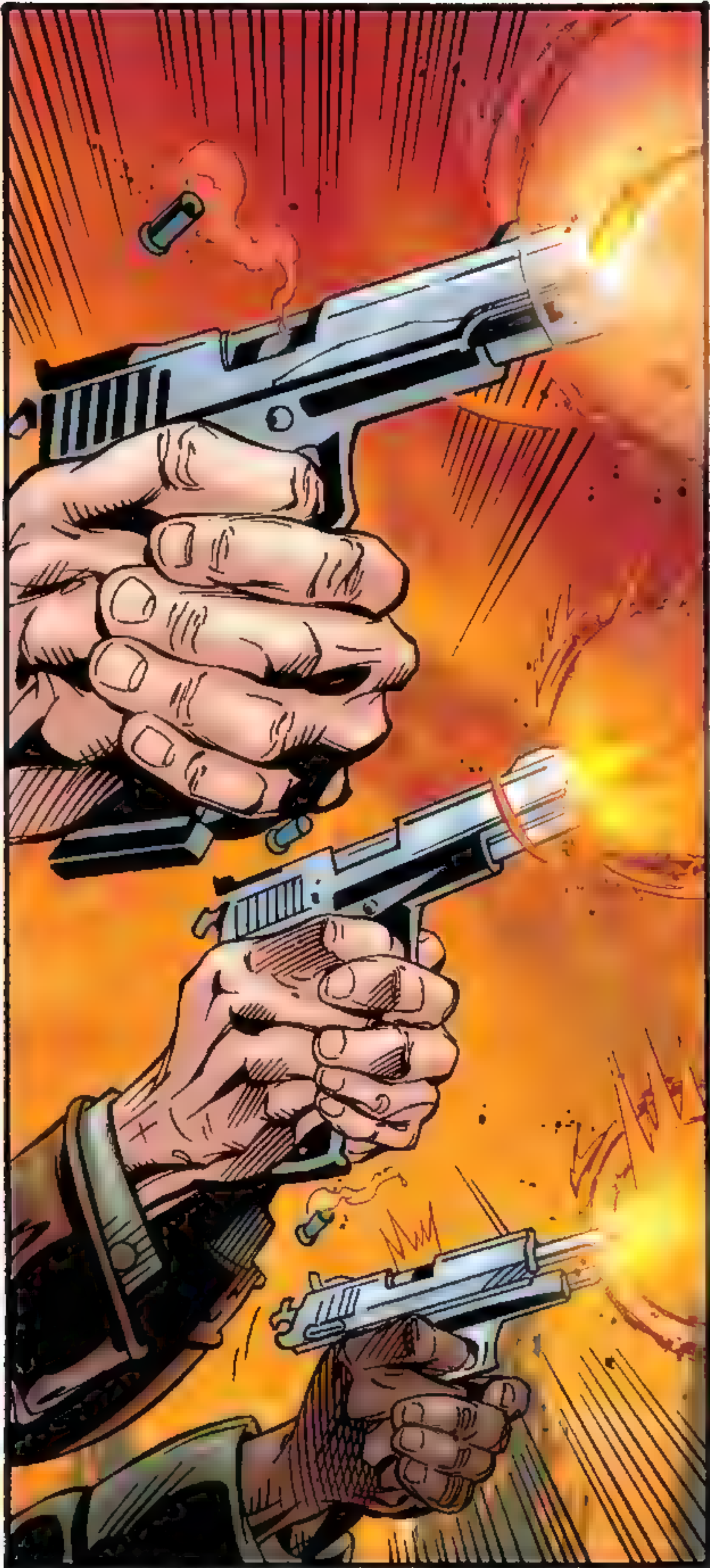
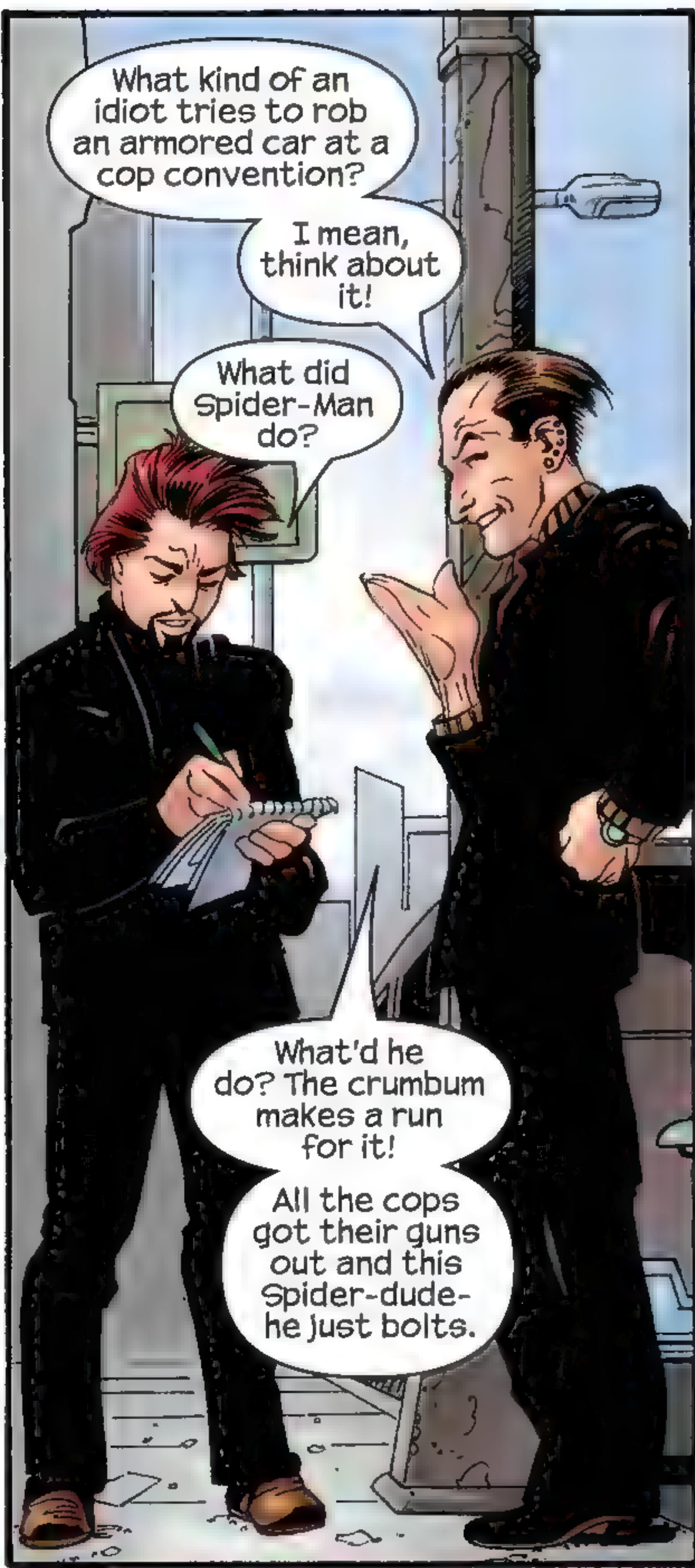
Slapping him!

And all these cops came outta nowhere and were pointing their guns and screaming and yelling-- just like on the TV.

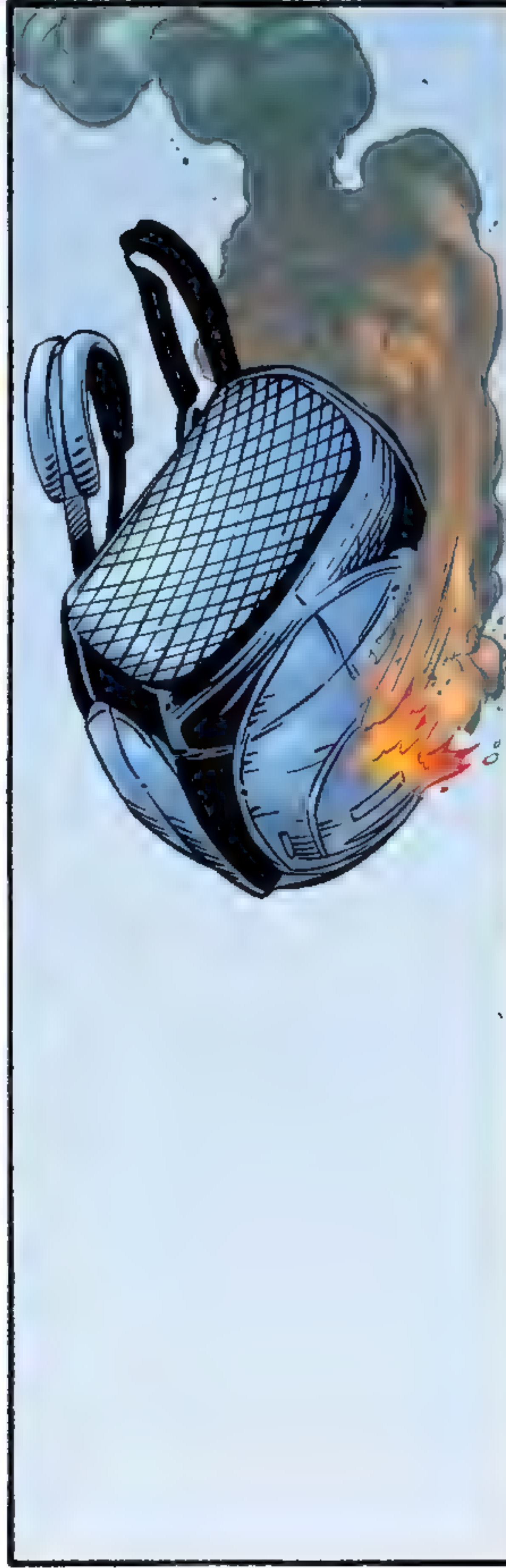
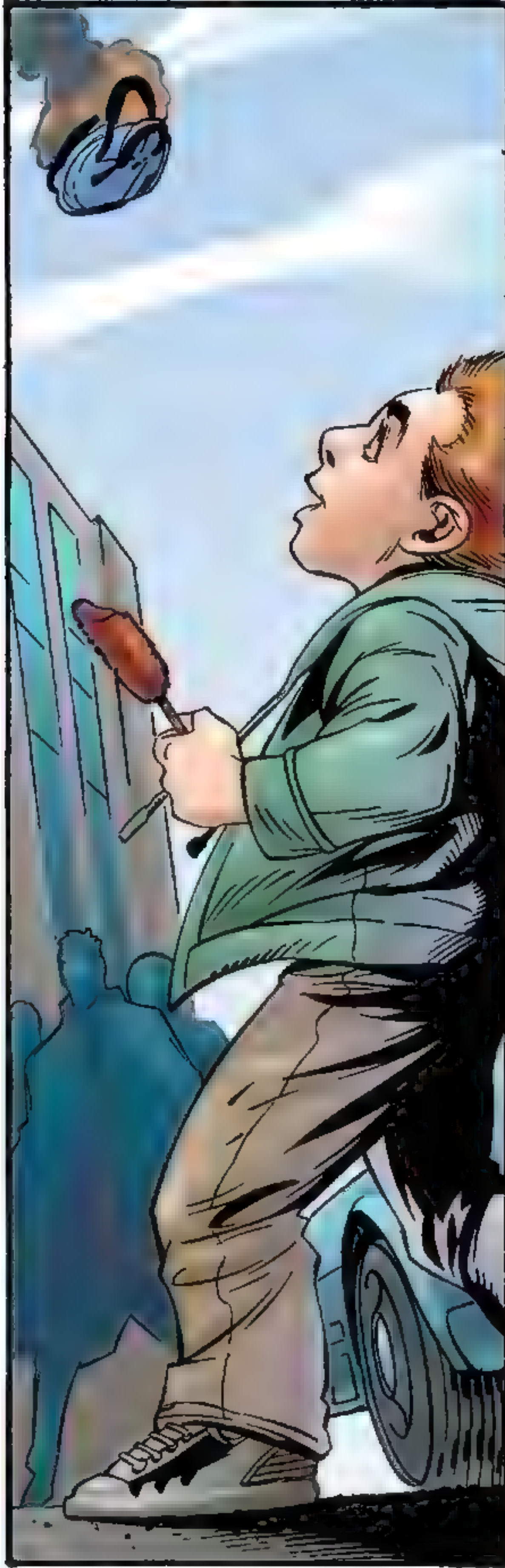
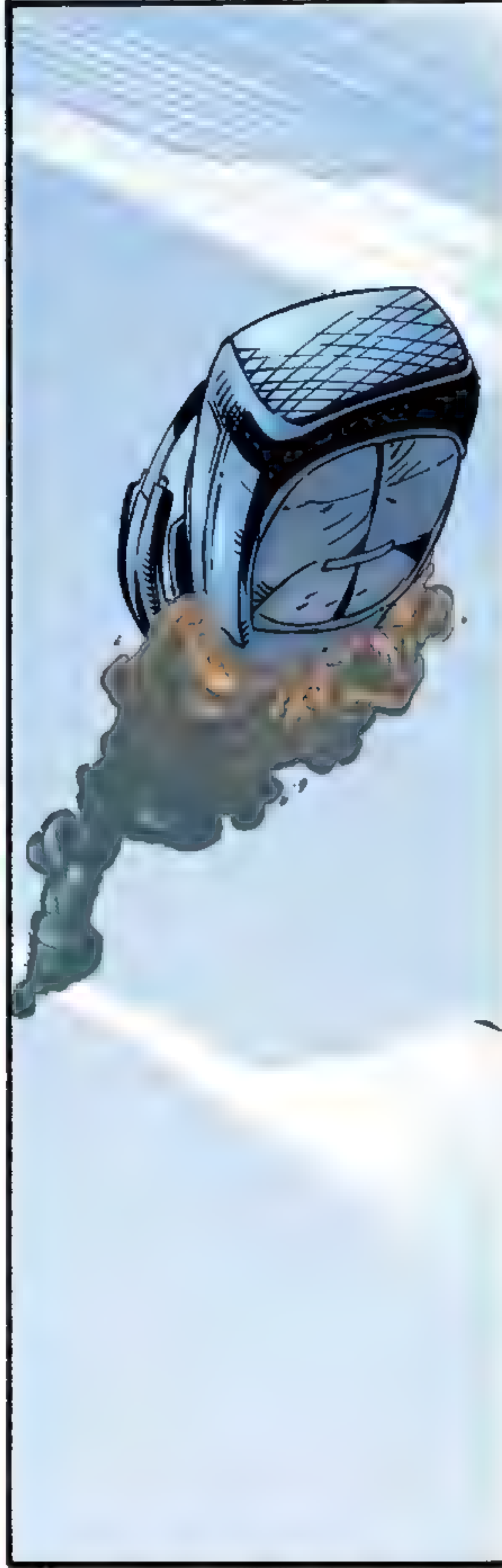
What did Spider-Man do?



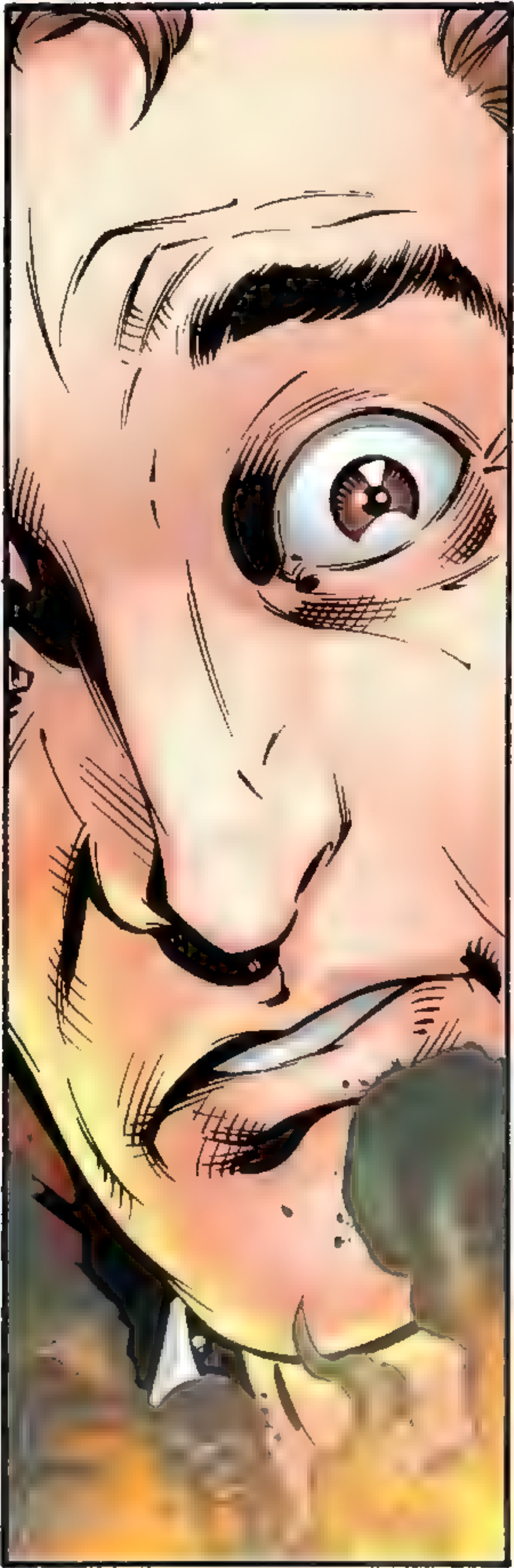
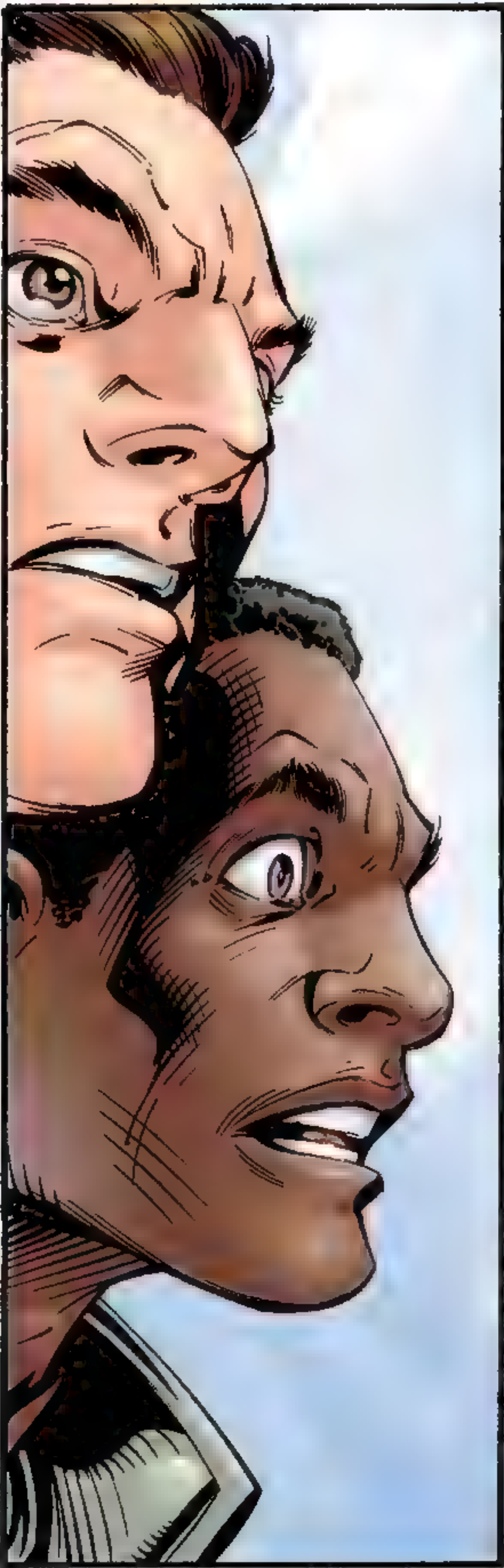
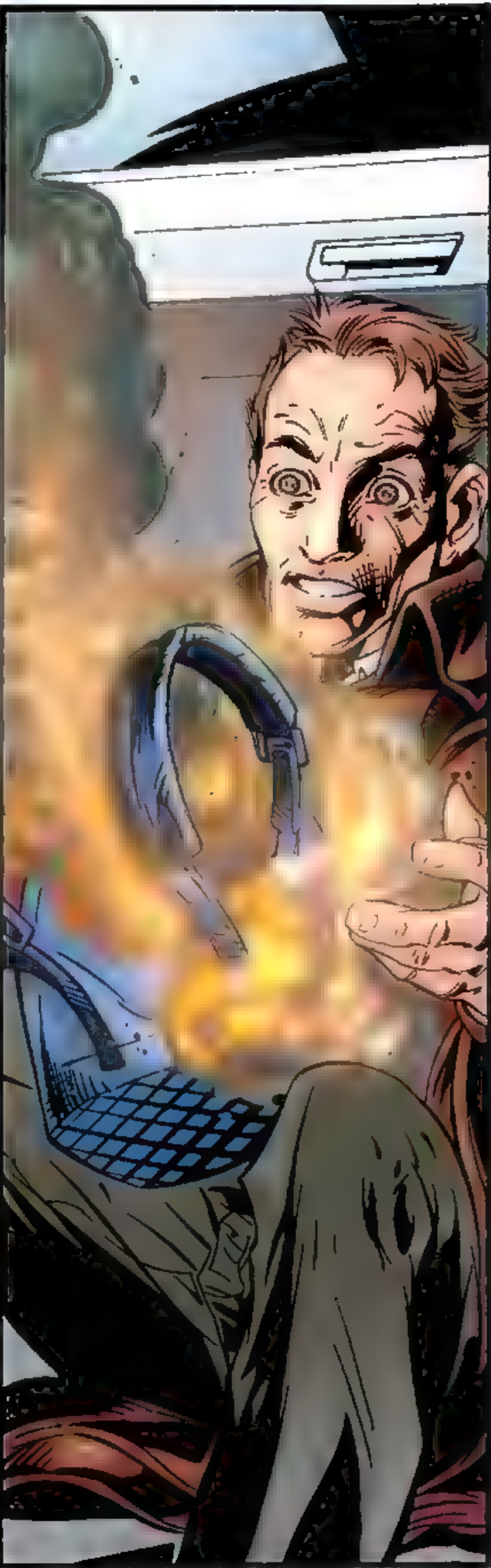
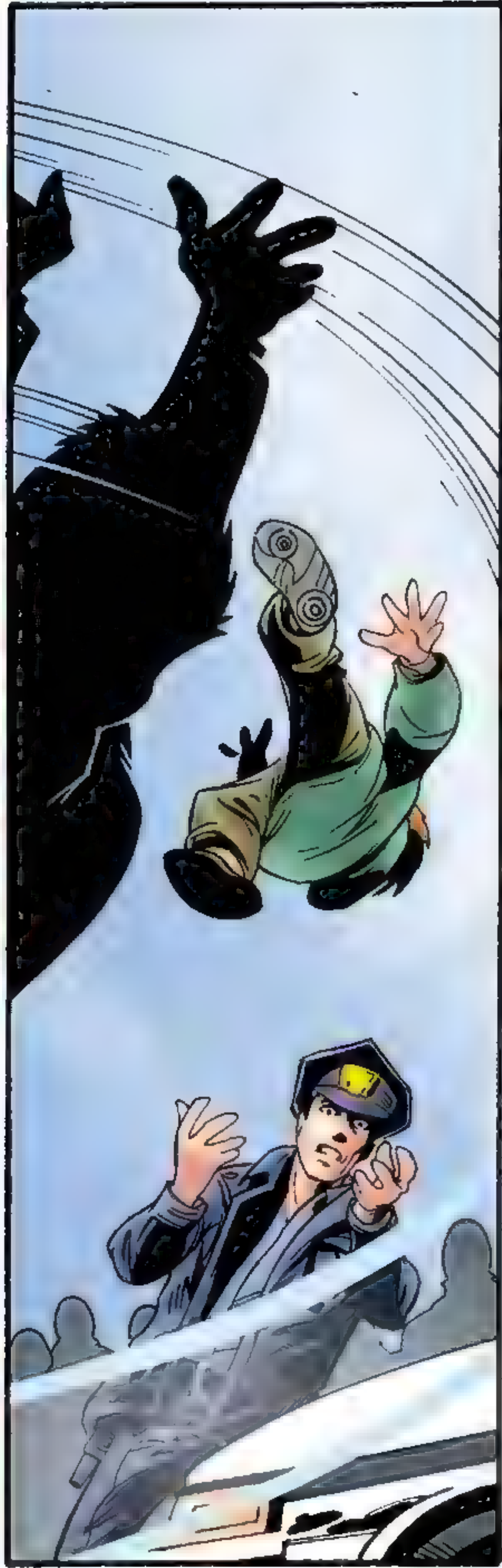
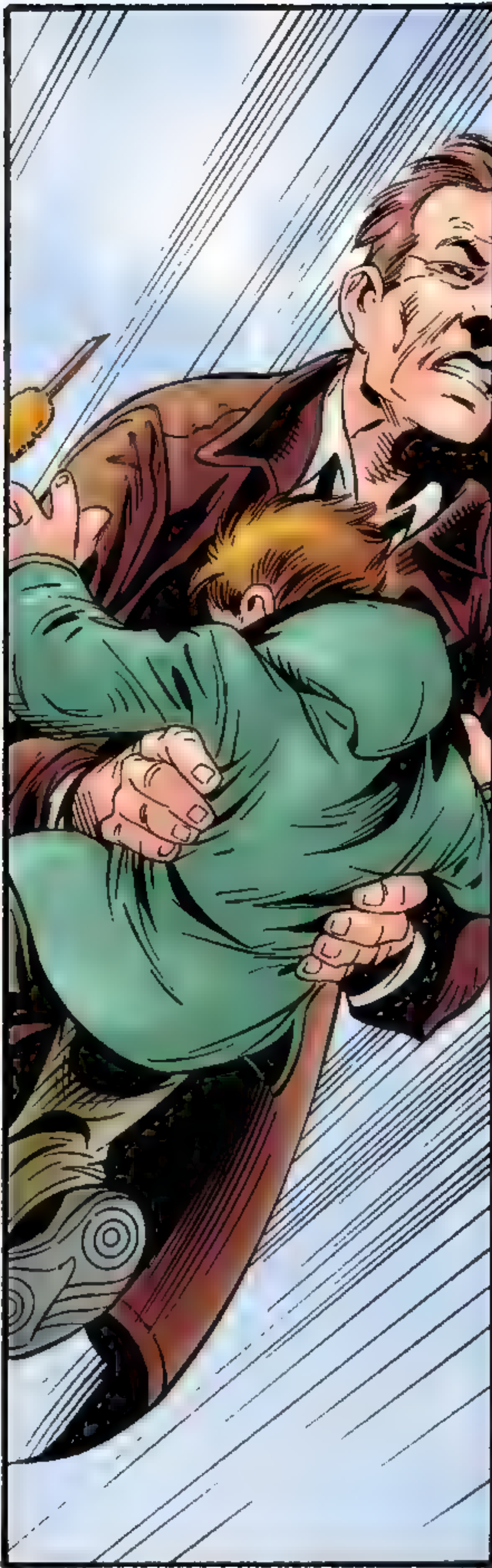




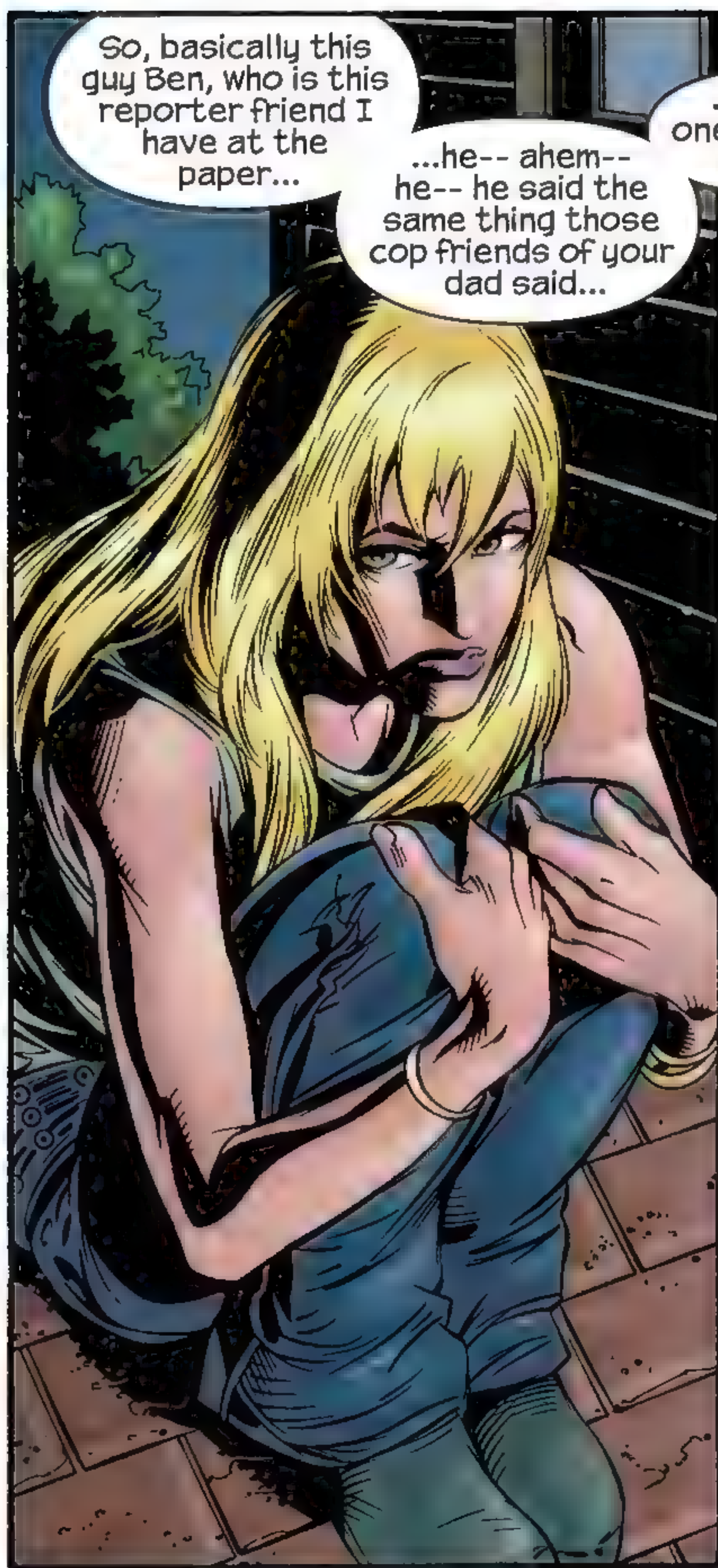












So, basically this guy Ben, who is this reporter friend I have at the paper...

...he-- ahem-- he-- he said the same thing those cop friends of your dad said...

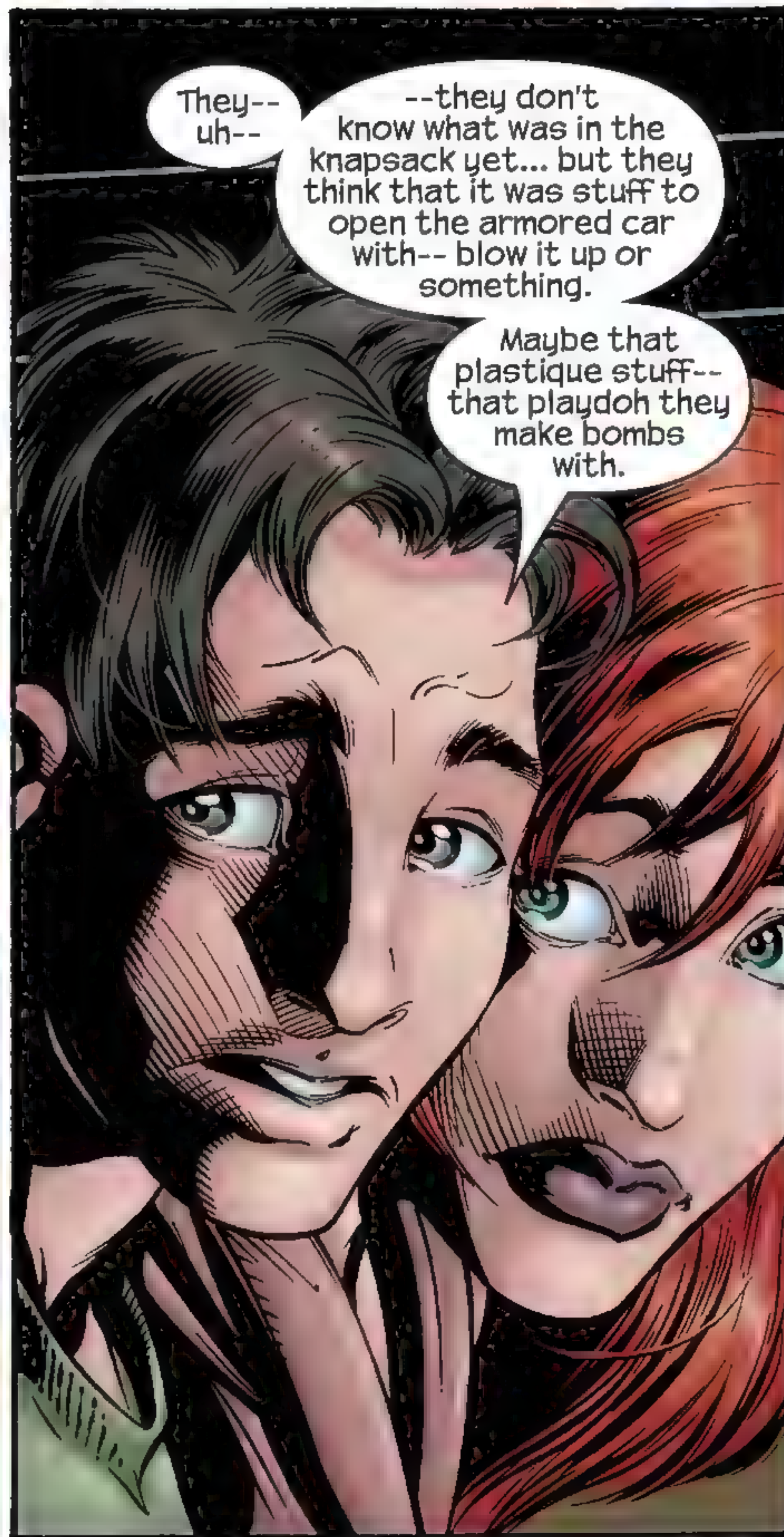
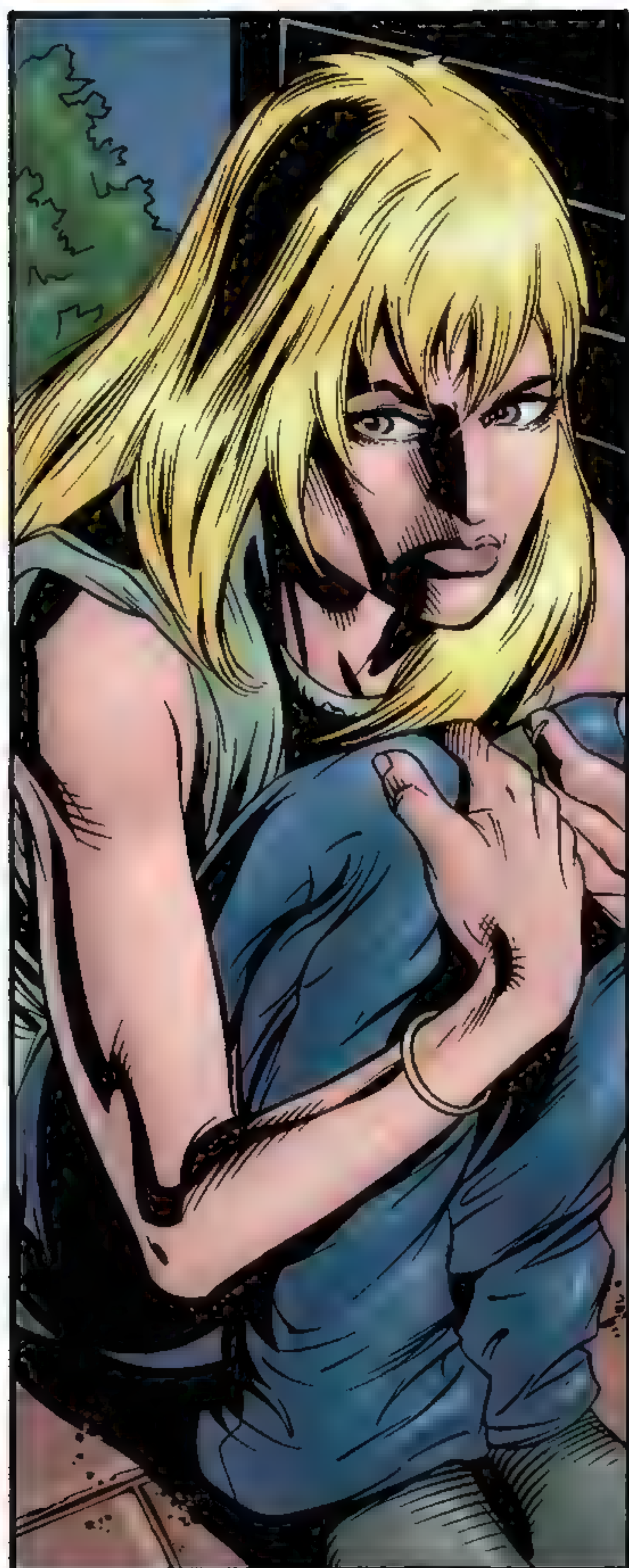


...that every one who saw what happened...

...every one of them said he died saving that little boy.

He died a hero.

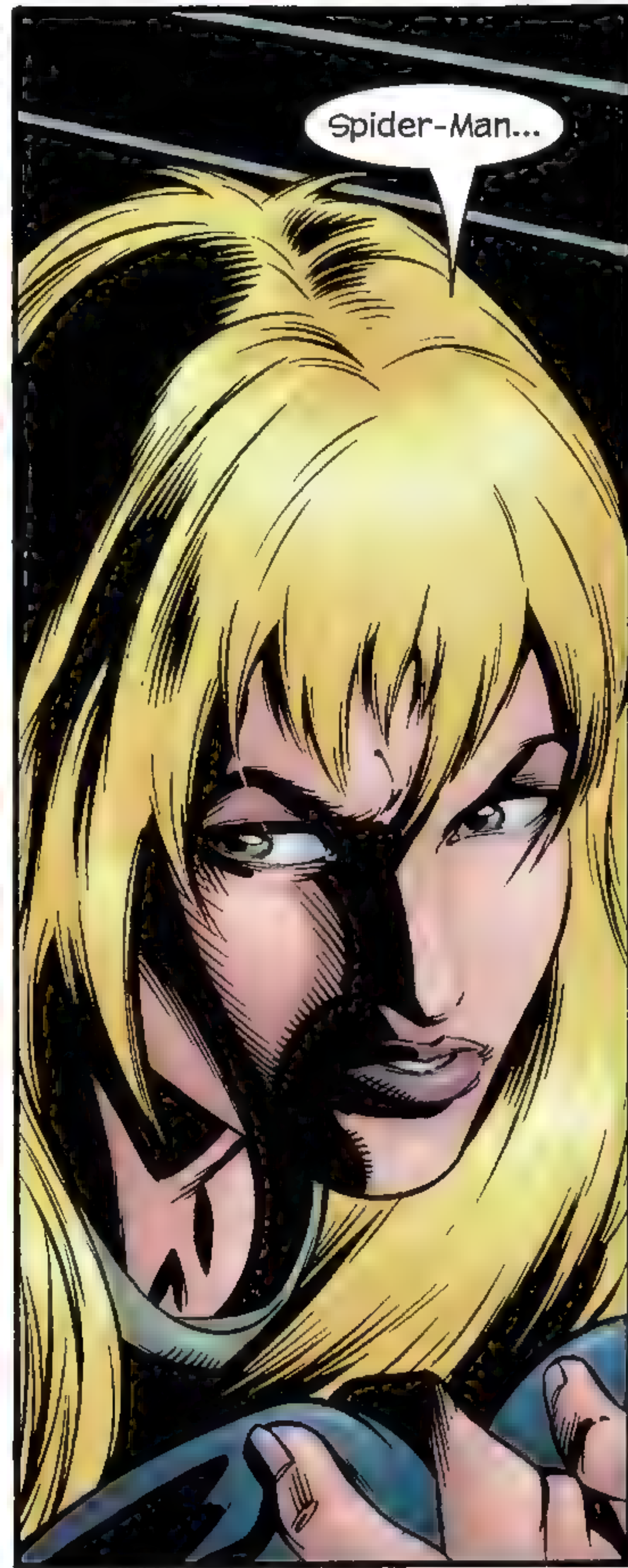
And-- and I know that doesn't make it any better but-- that's what happened.



They-- uh--

--they don't know what was in the knapsack yet... but they think that it was stuff to open the armored car with-- blow it up or something.

Maybe that plastique stuff-- that playdoh they make bombs with.



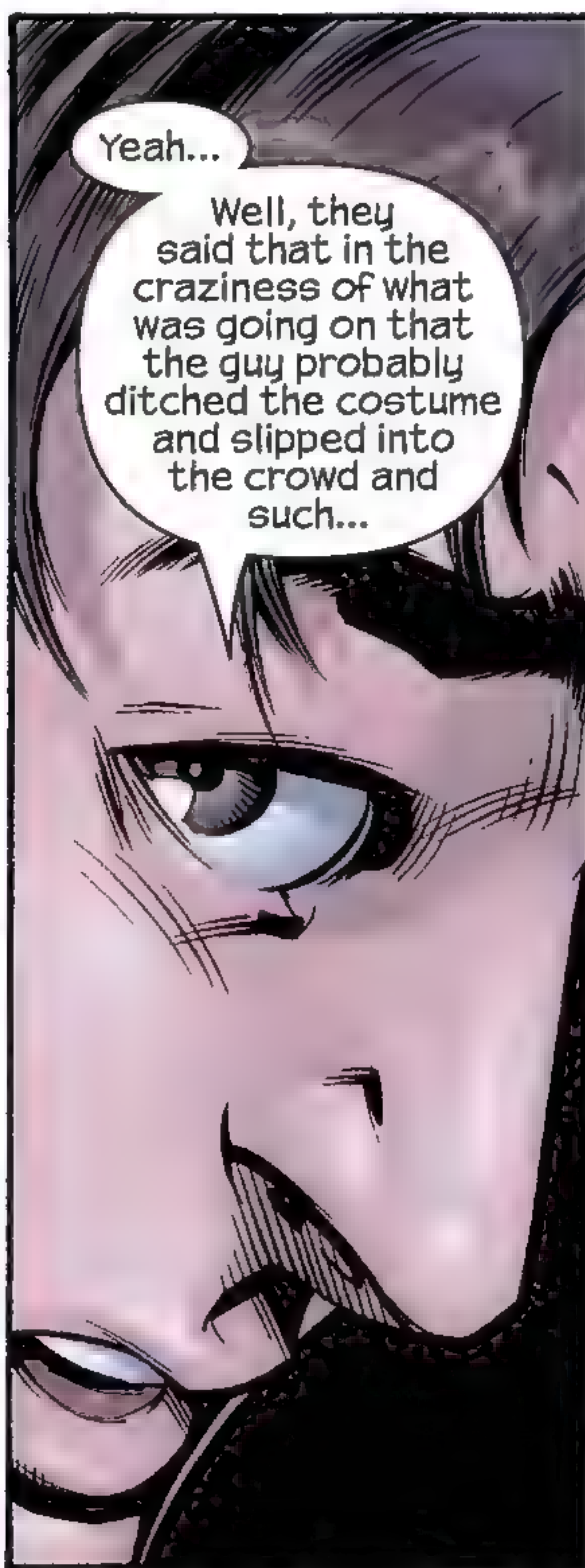
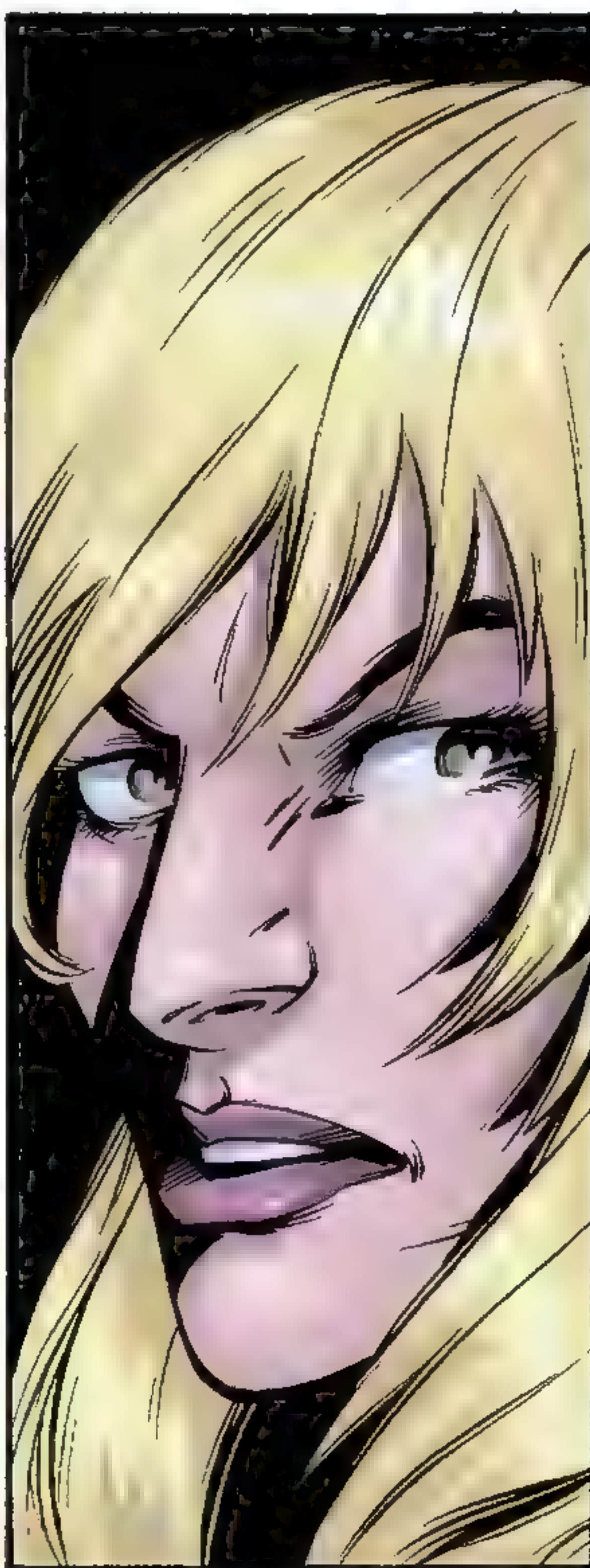
Spider-Man...





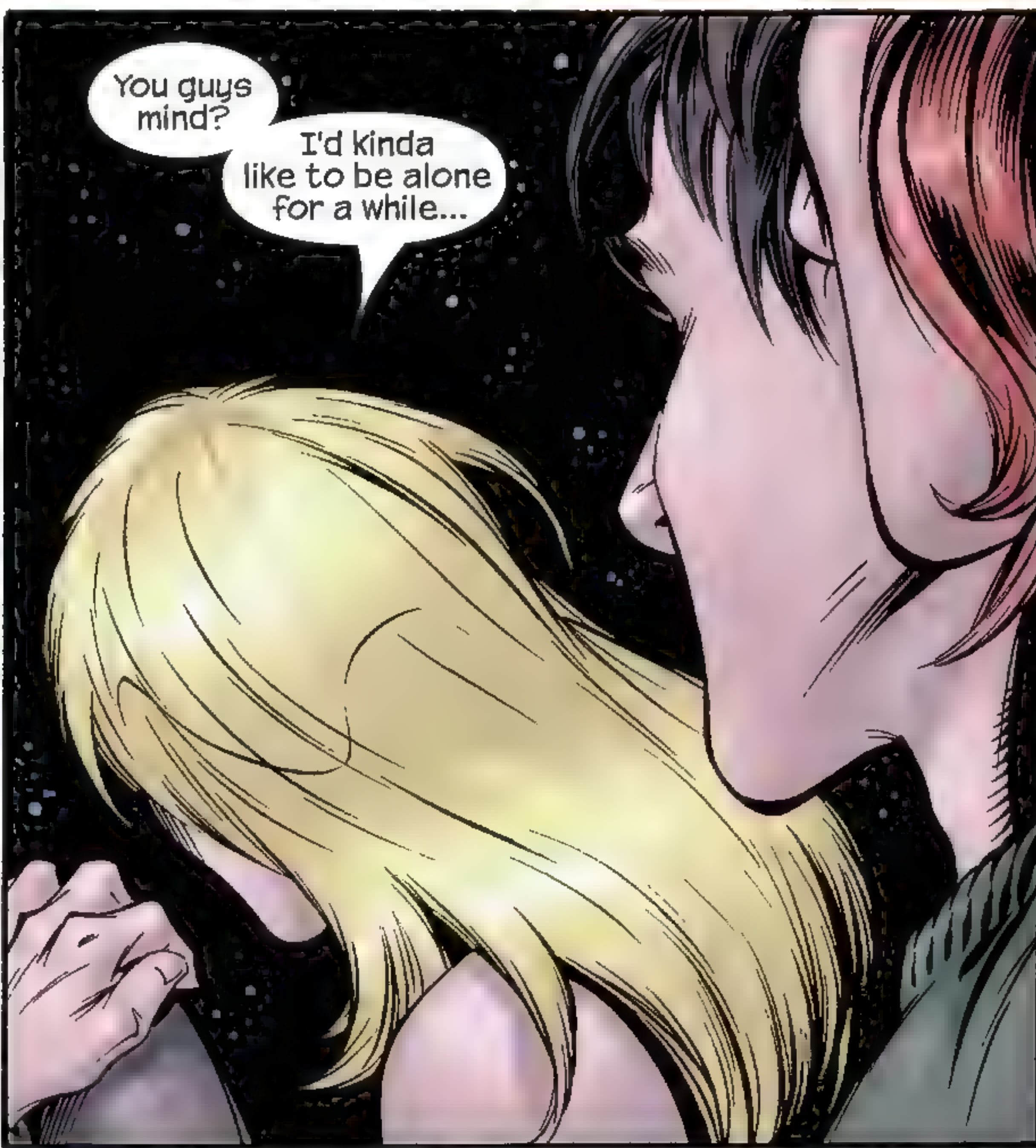
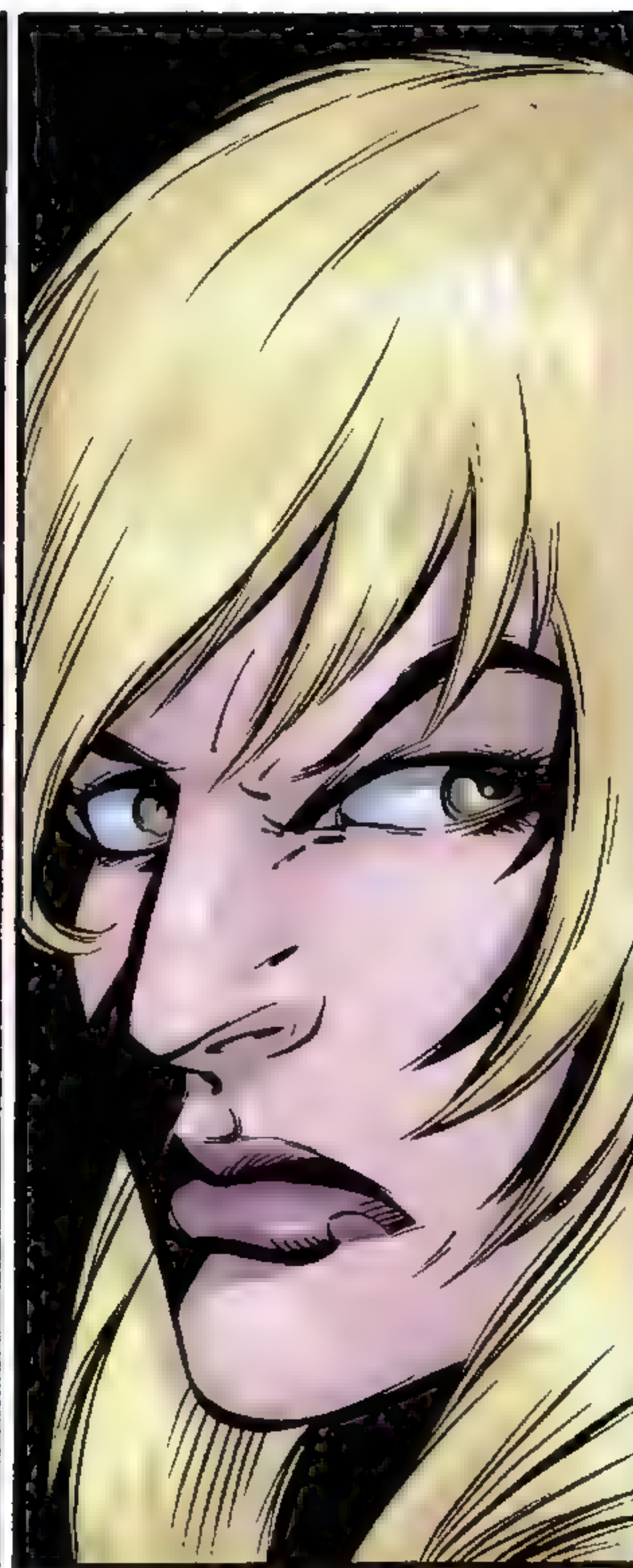
And-- uh-- they-- they don't know if it was *really* Spider-Man or a guy *pretending* to be...

A lot of the witnesses say-- uh-- they think that it's a guy pretending to--



Yeah...

Well, they said that in the craziness of what was going on that the guy probably ditched the costume and slipped into the crowd and such...

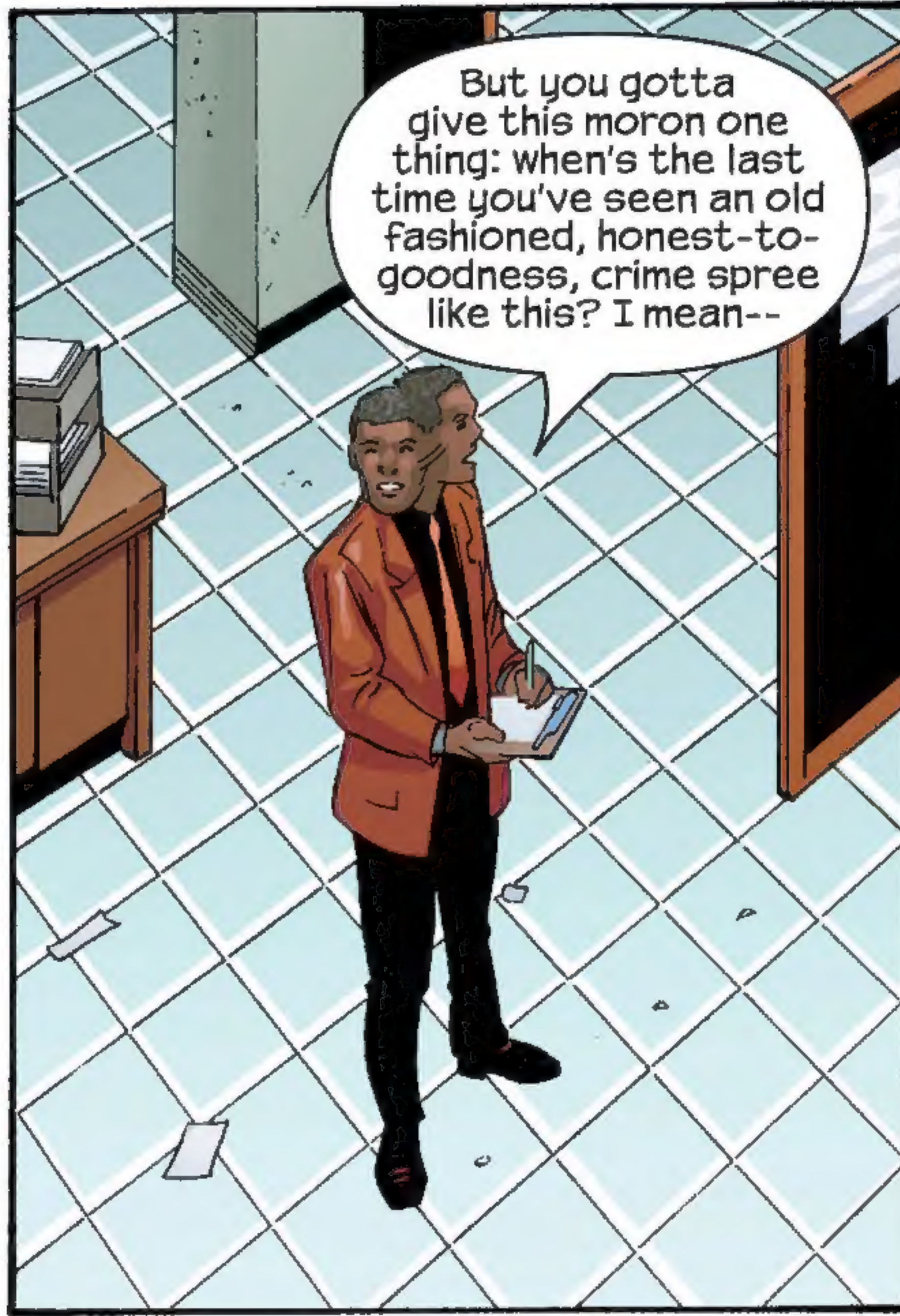
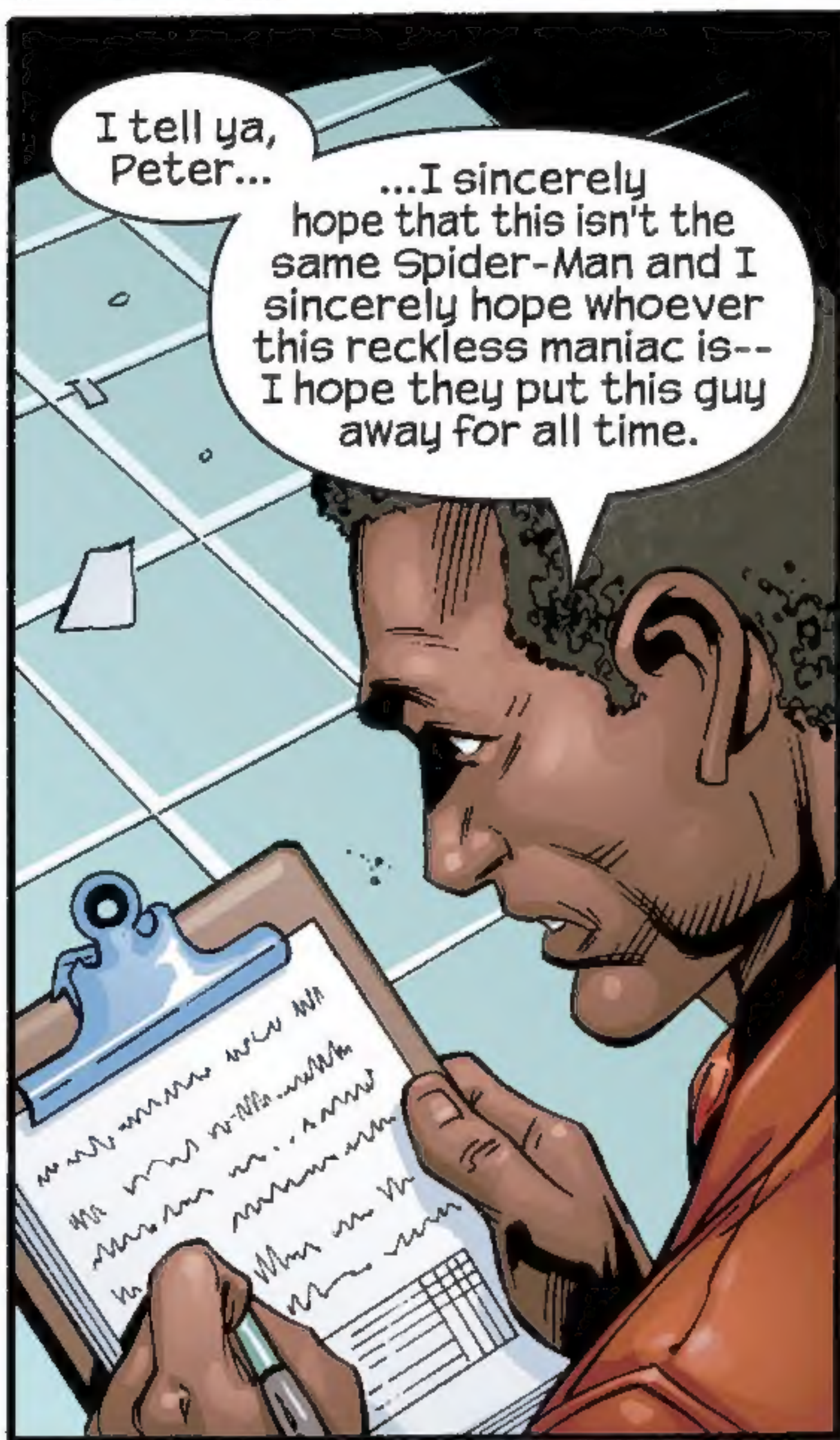
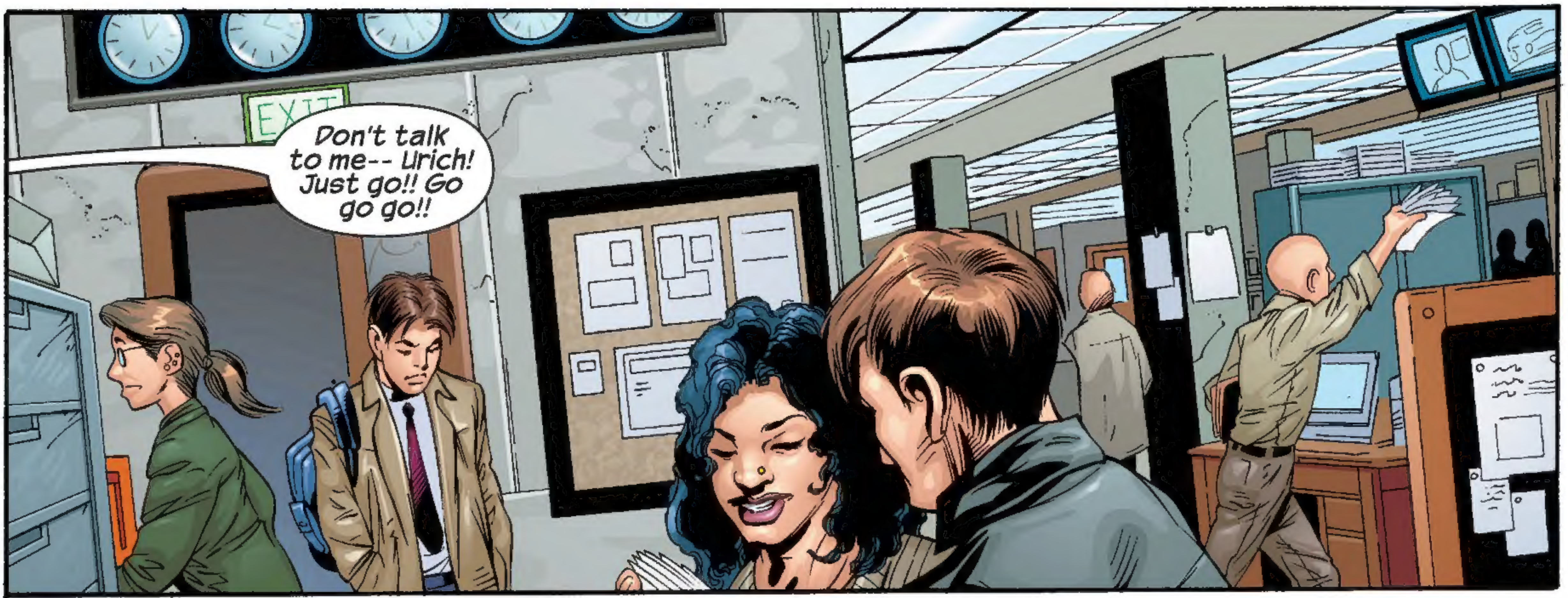


You guys mind?

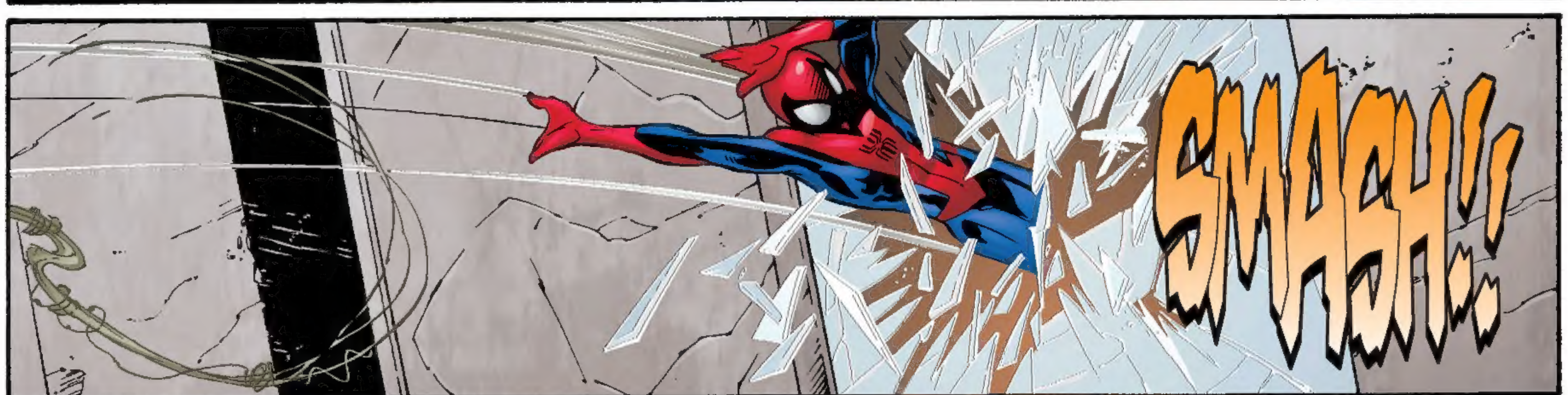
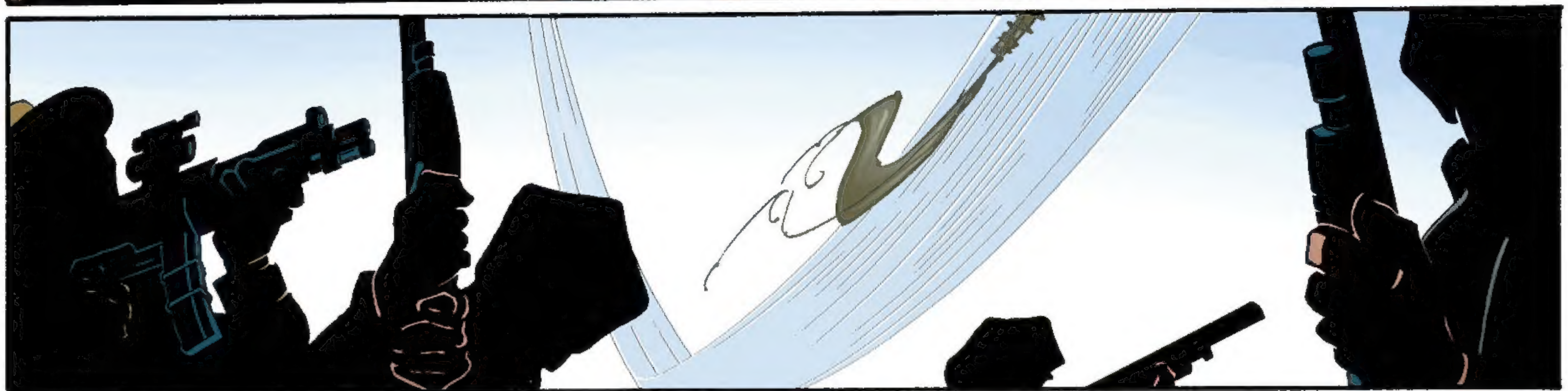
I'd kinda like to be alone for a while...















**To be  
concluded...**





**SON OF**

**ULTRAMAN**